

State and Federal Applications for Renewal of the Trans Alaska Pipeline System

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Notice on Revisions

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Unocal Pipeline Company
A Unocal Company
14141 Southwest Freeway
Sugar Land, Texas 77478
Telephone (281) 287-7775
Facsimile (281) 287-7331

UNOCAL 76

PIPELINE

APR 30 2001

Joseph M. Monroe
President

Mr. Francis Cherry, Jr.
Alaska State Director
Bureau of Land Management
222 West 7th Ave., #13
Anchorage, Alaska 99504

Mr. Jerry Brossia
Authorized Officer
Bureau of Land Management
411 West 4th Ave., Suite 2
Anchorage, AK 99501

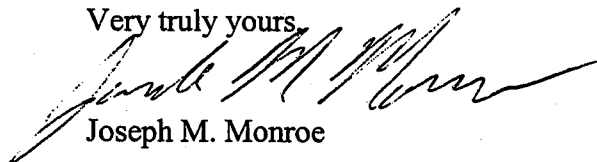
Re: Renewal Of TAPS Right-of-Way And Associated Rights

Gentlemen:

Unocal Pipeline Company ("Unocal") respectfully seeks renewal of its undivided interest in the January 23, 1974 Agreement and Grant of Right-of-Way for Trans-Alaska Pipeline ("Federal Grant") and other rights associated with the Federal Grant ("Associated Rights"). To that end, this letter is followed by a SUPPLEMENTAL APPLICATION and accompanies a MASTER APPLICATION and related materials.

As you know, Unocal and the other TAPS Owners have established a Right-of-Way Renewal Team to work with the Federal Government, the State of Alaska, and stakeholders in renewing the TAPS Owners' rights. W. Steven Jones, Project Manager of the TAPS Right-of-Way Renewal Team, will serve as our contact on matters relating to this application to renew the Federal Grant and Associated Rights. Please direct all correspondence and notifications to W. Steven Jones.

Very truly yours,



Joseph M. Monroe

BLM AK SO 952
ANCHORAGE, AK
01 MAY -2 AM 9:07

SUPPLEMENTAL
**APPLICATION FOR TRANSPORTATION AND
UTILITY SYSTEMS AND FACILITIES
ON FEDERAL LANDS
TO THE MASTER APPLICATION**

FORM APPROVED
OMB NO. 1004-0060
Expires: December 31, 2001

NOTE: Before completing and filing the application, the applicant should completely review this package and schedule a preapplication meeting with representatives of the agency responsible for processing the application. Each agency may have specific and unique requirements to be met in preparing and processing the application. Many times, with the help of the agency representative, the application can be completed at the preapplication meeting.

FOR AGENCY USE ONLY

Application Number

Date filed

1. Name and address of applicant (*include zip code*)

Unocal Pipeline Company
14141 Southwest Freeway
Sugar Land, TX 77478

2. Name, title, and address of authorized agent if different from Item 1 (*include zip code*)

3. TELEPHONE (area code)

Applicant
(281) 287-7775
Authorized Agent

4. As applicant are you? (*check one*)

- a. ☐ Individual
b. ☒ Corporation*
c. ☐ Partnership/Association*
d. ☐ State Government/State Agency
e. ☐ Local Government
f. ☐ Federal Agency

* If checked, complete supplemental page

5. Specify what application is for: (*check one*)

- a. ☐ New authorization
b. ☒ Renewing existing authorization No. See additional response on page 6.
c. ☐ Amend existing authorization No.
d. ☐ Assign existing authorization No.
e. ☐ Existing use for which no authorization has been received*
f. ☐ Other*

* If checked, provide details under Item 7

6. If an individual or partnership are you a citizen(s) of the United States? ☐ Yes ☐ No Not Applicable.

7. Project description (*describe in detail*): (a) Type of system or facility, (e.g., canal, pipeline, road); (b) related structures and facilities; (c) physical specifications length, width, grading, etc.; (d) term of years needed; (e) time of year of use or operation; (f) Volume or amount of product to be transported; (g) duration and timing of construction; and (h) temporary work areas needed for construction (*Attach additional sheets, if additional space is needed.*)

- (a) Pipeline System, as defined generally in § 1.1.1.22 of Exhibit D to the January 23, 1974 Agreement and Grant of Right-of-Way for Trans-Alaska Pipeline ("Federal Grant");
(b) See generally Environmental Report for the Trans-Alaska Pipeline System Right-of-Way Renewal in Volume 3 ("Environmental Report") at §§ 2.1.1 and 4.2.1; Duration of Right-of-Way Renewal for the Trans-Alaska Pipeline System in Volume 2 ("Duration Report") at Appendix 4; Federal Line Lists in Volume 2 at Tab 1D- 1H;
(c) See generally Environmental Report at §§ 2.1.1 and 4.2.1 and Duration Report at Appendix 4;
(d) Renewal of authorizations for the maximum period allowed by law. See 30 U.S.C. § 185(n) and Duration Report generally;
(e) Year round;
(f) See generally Environmental Report at Appendices A and D (pps. D-1 through D-12);
(g) Not applicable;
(h) Not applicable.

8. Attach a map covering area and show location of project proposal See generally Environmental Report at Appendix C and Federal Lists in Volume 2 at Tabs 1D - 1H.

9. State or local government approval: ☐ Attached ☒ Applied for ☐ Not required

10. Nonreturnable application fee: ☐ Attached ☒ Not required

11. Does project cross international boundary or affect international waterways? ☐ Yes ☒ No (*If "yes," indicate on map*)

12. Give statement of your technical and financial capability to construct, operate, maintain, and terminate system for which authorization is being requested.

See generally Duration Report and Environmental Report, including § 2.1 and Appendices A, B and D, and 43 U.S.C. § 1653. Note also that Alyeska Pipeline Service Company ("Alyeska") has effectively operated and maintained TAPS for over 20 years and applicant owns an undivided interest in Alyeska. In addition applicant, through Alyeska, has the technical and financial capability to operate, maintain and terminate TAPS.

13a. Describe other reasonable alternative routes and modes considered.

Not applicable.

b. Why were these alternatives not selected?

Not applicable.

c. Give explanation as to why it is necessary to cross Federal Lands.

Existing TAPS facilities are located on and cross federal lands.

14. List authorizations and pending applications filed for similar projects which may provide information to the authorizing agency. (Specify number, date, code, or name)

See generally Federal and State Line Lists in Volume 2 at Tab 1.

15. Provide statement of need for project, including the economic feasibility and items such as: (a) cost of proposal (construction, operation, and maintenance); (b) estimated cost of next best alternative; and (c) expected public benefits.

See generally Environmental Report, including §§ 1.2; 3.3; 4.3.3, and Duration Report, including §§ 1; 3; 4; 8; and 9.

16. Describe probable effects on the population in the area, including the social and economic aspects, and the rural lifestyles.

See generally Environmental Report §§ 3.3; 4.3.3; 4.5 and Duration Report § 8. Additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

17. Describe likely environmental effects that the proposed project will have on: (a) air quality; (b) visual impact; (c) surface and ground water quality and quantity; (d) the control or structural change on any stream or other body of water; (e) existing noise levels; and (f) the surface of the land, including vegetation, permafrost, soil, and soil stability.

(a) See generally Environmental Report §§ 3.1.3; 4.3.1.3; 4.5; 4.8.2.3; (b) See generally Environmental Report §§ 3.1.3; 3.3.6.3; 4.3.1.3; 4.3.3.9; 4.5; (c) See generally Environmental Report §§ 3.1.1.6; 3.1.2.1; 4.2.1.3; 4.3.1.2; 4.5; 4.8.2.1; 4.8.2.2; (d) See generally Environmental Report §§ 3.1.1.6; 4.2.1.3; 4.3.1.2; 4.3.2.2; 4.5; (e) See generally Environmental Report §§ 3.1.3; 4.3.1.3; 4.5; (f) See generally Environmental Report §§ 3.1.1; 4.1.1; 4.2.1.1; 4.2.1.2; 4.3.1.1; 4.3.2.2; 4.5 (See continuation on page 6.)

18. Describe the probable effects that the proposed project will have on (a) populations of fish, plantlife, wildlife, and marine life, including threatened and endangered species; and (b) marine mammals, including hunting, capturing, collecting, or killing these animals.

(a) See generally Environmental Report §§ 3.2; 4.3.2; 4.5; 4.8.3; (b) See generally Environmental Report §§ 3.2.6; 3.3.3; 4.3.2; 4.3.3.3; 4.5; 4.8.3.4; 4.8.4.4. In both cases additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

19. State whether any hazardous material, as defined in this paragraph, will be used, produced, transported or stored on or within the right-of-way or any of the right-of-way facilities, or used in the construction, operation, maintenance or termination of the right-of-way or any of its facilities. "Hazardous material" means any substance, pollutant or contaminant that is listed as hazardous under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. 9601 et seq., and its regulations. The definition of hazardous substances under CERCLA includes any "hazardous waste" as defined in the Resource Conservation and Recovery Act of 1976 (RCRA), as amended, 42 U.S.C. 9601 et seq., and its regulations. The term hazardous materials also includes any nuclear or byproduct material as defined by the Atomic Energy Act of 1954, as amended, 42 U.S.C. 2011 et seq. The term does not include petroleum, including crude oil or any fraction thereof that is not otherwise specifically listed or designated as a hazardous substance under CERCLA Section 101(14), 42 U.S.C. 9601(14), nor does the term include natural gas.

See response on page 6.

20. Name all the Department(s)/Agency(ies) where this application is being filed.

The original application is being filed with the Bureau of Land Management.

I HEREBY CERTIFY, That I am of legal age and authorized to do business in the State and that I have personally examined the information contained in the application and believe that the information submitted is correct to the best of my knowledge.

Signature of Applicant

Date

APR 30 2001

Title 18, U.S.C. Section 1001 and Title 48 U.S.C. Section 1222, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious, or fraudulent statements or representations as to any matter within its jurisdiction.

APPLICATION FOR TRANSPORTATION AND UTILITY SYSTEMS
AND FACILITIES ON FEDERAL LANDS

GENERAL INFORMATION
ALASKA NATIONAL INTEREST LANDS

This application will be used when applying for a right-of-way, permit, license, lease, or certificate for the use of Federal lands which lie within conservation system units and National Recreation or Conservation Areas as defined in the Alaska National Interest Lands Conservation Act. Conservation system units include the National Park System, National Wildlife Refuge System, National Wild and Scenic Rivers System, National Trails System, National Wilderness Preservation System, and National Forest Monuments.

Transportation and utility systems and facility uses for which the application may be used are:

1. Canals, ditches, flumes, laterals, pipes, pipelines, tunnels, and other systems for the transportation of water.
2. Pipelines and other systems for the transportation of liquids other than water, including oil, natural gas, synthetic liquid and gaseous fuels, and any refined product produced therefrom.
3. Pipelines, slurry and emulsion systems, and conveyor belts for transportation of solid materials.
4. Systems for the transmission and distribution of electric energy.
5. Systems for transmission or reception of radio, television, telephone, telegraph, and other electronic signals, and other means of communications.
6. Improved rights-of-way for snow machines, air cushion vehicles, and all-terrain vehicles.
7. Roads, highways, railroads, tunnels, tramways, airports, landing strips, docks, and other systems of general transportation.

This application **must** be filed simultaneously with each Federal department or agency requiring authorization to establish and operate your proposal.

In Alaska, the following agencies will help the applicant file an application and identify the other agencies the applicant should contact and possibly file with:

Department of Agriculture
Regional Forester, Forest Service (USFS)
Federal Office Building, P.O. Box 21628
Juneau, Alaska 99802-1628
Telephone: (907) 586-7847 (or a local Forest Service Office)

Department of the Interior
Bureau of Indian Affairs (BIA)
Juneau Area Office
9109 Mendenhall Mall Road, Suite 5, Federal Building Annex
Juneau, Alaska 99802
Telephone: (907) 586-7177

Bureau of Land Management (BLM)
222 West 7th Ave., Box 13
Anchorage, Alaska 99513-7599
Telephone: (907) 271-5477 (or a local BLM Office)

National Park Service (NPS)
Alaska Regional Office 2525 Gambell St., Rm. 107
Anchorage, Alaska 99503-2892
Telephone: (907) 257-2585

U.S. Fish & Wildlife Service (FWS)
Office of the Regional Director
1011 East Tudor Road
Anchorage, Alaska 99503
Telephone: (907) 786-3440

Note-Filings with any Interior agency may be filed with any office noted above or with the: Office of the Secretary of the Interior, Regional Environmental Officer, Box 120, 1675 C Street, Anchorage, Alaska 99513.

Department of Transportation
Federal Aviation Administration
Alaska Region AAL-4, 222 West 7th Ave., Box 14
Anchorage, Alaska 99513-7587
Telephone: (907) 271-5285

NOTE - The Department of Transportation has established the above central filing point for agencies within that Department. Affected agencies are: Federal Aviation Administration (FAA), Coast Guard (USCG), Federal Highway Administration (FHWA), Federal Railroad Administration (FRA).

OTHER THAN ALASKA NATIONAL INTEREST LANDS

Use of this form is not limited to National Interest Conservation Lands of Alaska.

Individual departments/agencies may authorize the use of this form by applicants for transportation and utility systems and facilities on other Federal lands outside those areas described above.

For proposals located outside of Alaska, applications will be filed at the local agency office or at a location specified by the responsible Federal agency.

SPECIFIC INSTRUCTIONS
(Items not listed are self-explanatory)

Item

- 7 Attach preliminary site and facility construction plans. The responsible agency will provide instructions whenever specific plans are required.
 - 8 Generally, the map **must** show the section(s), township(s), and range(s) within which the project is to be located. Show the proposed location of the project on the map as accurately as possible. Some agencies require detailed survey maps. The responsible agency will provide additional instructions.
 - 9, 10, and 12 - The responsible agency will provide additional instructions.
 - 13 Providing information on alternate routes and modes in as much detail as possible, discussing why certain routes or modes were rejected and why it is necessary to cross Federal lands will assist the agency(ies) in processing your application and reaching a final decision. Include only reasonable alternate routes and modes as related to current technology and economics.
 - 14 The responsible agency will provide instructions.
 - 15 Generally, a simple statement of the purpose of the proposal will be sufficient. However, major proposals located in critical or sensitive areas may require a full analysis with additional specific information. The responsible agency will provide additional instructions.
 - 16 through 19 - Providing this information in as much detail as possible will assist the Federal agency(ies) in processing the application and reaching a decision. When completing these items, you should use a sound judgment in furnishing relevant information. For example, if the project is not near a stream or other body of water, **do not** address this subject. The responsible agency will provide additional instructions.
- Application must be signed by the applicant or applicant's authorized representative.

If additional space is needed to complete any item, please put the information on a separate sheet of paper and identify it as "Continuation of Item."

SUPPLEMENTAL

NOTE: The responsible agency(ies) will provide additional instructions		CHECK APPROPRIATE BLOCK	
I - PRIVATE CORPORATIONS		ATTACHED	FILED*
a. Articles of Incorporation See Tab Federal Supplemental Question Ia in this Volume.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. Corporation Bylaws See Tab Federal Supplemental Question Ib in this Volume.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. A certification from the State showing the corporation is in good standing and is entitled to operate within the State. <i>See Tab Federal Supplemental Question Ic in this Volume.</i>		<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. Copy of resolution authorizing filing See Tab Federal Supplemental Question Id in this Volume.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. The name and address of each shareholder owning 3 percent or more of the shares, together with the number and percentage of any class of voting shares of the entity which such shareholder is authorized to vote and the name and address of each affiliate of the entity together with, in the case of an affiliate controlled by the entity, the number of shares and the percentage of any class of voting stock of that affiliate owned, directly or indirectly, by that entity, and in the case of an affiliate which controls that entity, the number of shares and the percentage of any class of voting stock of that entity owned, directly or indirectly, by the affiliate. <i>See Tab Federal Supplemental Question Ie in this Volume.</i>		<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. If application is for an oil or gas pipeline, describe any related right-of-way or temporary use permit applications, and identify previous applications. See generally Federal and State Line Lists in Volume 2 at Tab 1.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
g. If application is for an oil and gas pipeline, identify all Federal lands by agency impacted by proposal. See generally Federal Line Lists in Volume 2 at Tab 1D-1H.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
II- PUBLIC CORPORATIONS			
a. Copy of law forming corporation Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
b. Proof of organization Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
c. Copy of Bylaws Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
d. Copy of resolution authorizing filing Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
e. If application is for an oil or gas pipeline, provide information required by Item "I-f" and "I-g" above. Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
III - PARTNERSHIP OR OTHER UNINCORPORATED ENTITY			
a. Articles of association, if any Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
b. If one partner is authorized to sign, resolution authorizing action is Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
c. Name and address of each participant, partner, association, or other . . . Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
d. If application is for an oil or gas pipeline, provide information required by Item "I-f" and "I-g" above. Not applicable		<input type="checkbox"/>	<input type="checkbox"/>

* If the required information is already filed with the agency processing this application and is current, check block entitled "Filed." Provide the file identification information (e.g., number, date, code, name). If not on file or current, attach the requested information.

DATA COLLECTION STATEMENT

The Federal agencies collect this information from applicants requesting right-of-way, permit, license, lease, or certifications for the use of Federal lands.

Federal agencies use this information to evaluate your proposal.

No Federal agency may request or sponsor, and you are not required to respond to a request for information which does not contain a currently valid OMB Approval Number.

BURDEN HOURS STATEMENT

The public burden for this form is estimated to vary from 30 minutes to 25 hours per response, with an average of 2 hours per response, including the time for

reviewing instructions, gathering and maintaining data, and completing and reviewing the form. Direct comments regarding the burden estimate or any other aspect of this form to: U.S. Department of the Interior, Bureau of Land Management, Information Clearance Officer (W0-630), 1849 C Street, Mail Stop 401LS, Washington, D.C. 20240

A reproducible copy of this form may be obtained from the Bureau of Land Management, Division of Lands, 1620 L Street, Rm. 1000LS, Washington, D.C. 20036.

NOTICE

NOTE: This applies to the Department of the Interior/Bureau of Land Management (BLM).

The Privacy Act of 1974 provides that you be furnished with the following information in connection with the information provided by this application for an authorization.

AUTHORITY: 16 U.S.C. 310 and 5 U.S.C. 301.

PRINCIPAL PURPOSE: The primary uses of the records are to facilitate the (1) processing of claims or applications; (2) recordation of adjudicative actions; and (3) indexing of documentation in case files supporting administrative actions.

ROUTINE USES: BLM and the Department of the Interior (DOI) may disclose your information on this form: (1) to appropriate Federal agencies when concurrence or supporting information is required prior to granting or acquiring a right or interest in lands or resources; (2) to members or the public who have a need for the information that is maintained by BLM for public record; (3) to the U.S. Department of Justice, court, or other adjudicative body when DOI determines the information is necessary and relevant to litigation; (4) to appropriate Federal, State, local, or foreign agencies responsible for investigating prosecuting violation, enforcing, or implementing this statute, regulation, or order; and (5) to a congressional of lice when you request the assistance of the Member of Congress in writing.

EFFECT OF NOT PROVIDING THE INFORMATION: Disclosing this information is necessary to receive or maintain a benefit. Not disclosing it may result in rejecting the application.

**APPLICATION FOR TRANSPORTATION AND
UTILITY SYSTEMS AND FACILITIES
ON FEDERAL LAND**

For the Trans-Alaska Pipeline System

Continuation of Item #5: Renewal on the same terms of applicant's undivided interest in existing authorizations for the Trans-Alaska Pipeline System ("TAPS"), including, but not limited to, F-12505, AA-5847, F-21770, and other authorizations identified on the Federal Line Lists in Volume 2 at Tab 1D -1H.

Continuation of Item #17: In all cases additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

Continuation of Item #19: TAPS does not engage in the use, production, transportation or storage of hazardous materials as part of TAPS' purpose. TAPS operates to transport crude oil, and crude oil is not a hazardous material as defined in this question. Hazardous materials are only present on TAPS incidentally in support of the operation and maintenance of TAPS. All hazardous materials are managed under state and federal law. Those occurrences are described categorically below. Also see Environmental Report § 3.1.1.5.

Hazardous Material Use. Chemical products may be "hazardous materials" or may include components that are hazardous materials. These products are used for TAPS operations and maintenance. Any list of hazardous materials would be only temporarily accurate because product use on TAPS varies continuously. Therefore, they are listed here categorically: paints and associated products; pipe coating chemicals; equipment repair and lubrication products, cleaners, and antifreeze chemicals; adhesives, epoxies and sealants; corrosion inhibitors; fire fighting chemicals; laboratory chemicals used for crude oil analysis; herbicides, pesticides and insecticides (used with the approval of the Authorized Officer); photographic chemicals; and batteries. This list provides a description of TAPS hazardous material use, but is not intended to be comprehensive chemical by chemical. That detailed information may be obtained from Alyeska's OSHA MSDS (hazardous communication) program and the annual SARA Title III reports submitted to EPA.

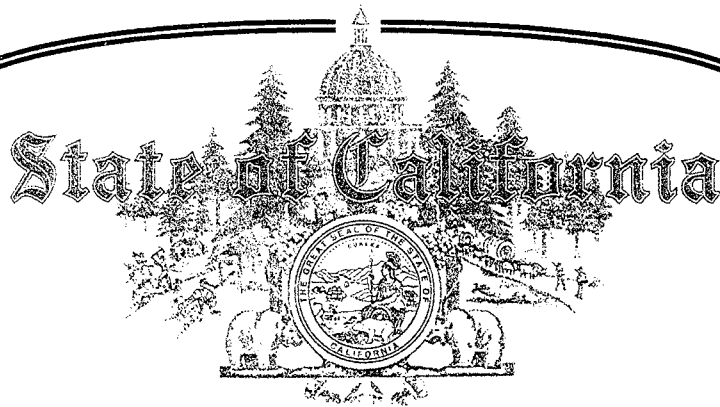
Hazardous Material Production. TAPS does not produce hazardous materials.

Hazardous Material Transportation. Chemical product hazardous materials, described above, are transported on and off TAPS facilities utilizing the procedure established under state and federal law. The U.S. DOT has strict requirements for the transportation of chemical products, under 49 CFR Parts 172- 177, 350-399. Hazardous wastes also

must comply with the same U.S. DOT transportation requirements. In place is an extensive hazardous material transportation plan that covers both chemical product and hazardous waste transportation on and off TAPS facilities. Bills of lading are used to track the transportation of chemical products. In addition, there are EPA hazardous waste manifests for transported hazardous wastes. The list of hazardous materials transported on and off TAPS facilities would be composed of those hazardous materials listed above under Hazardous Material Use and below under Hazardous Material Storage.

Hazardous Material Storage. The list of hazardous materials stored is the same as the list of hazardous materials used on TAPS facilities, except for waste storage. Where required or appropriate, chemical products are stored within secondary containment. Hazardous wastes that are generated at a TAPS facility are stored utilizing EPA requirements for hazardous waste generators. The hazardous waste categories are predominantly chemical products that have completed their use: paints and associated products; equipment repair and lubrication products, and parts cleaners; adhesives, epoxies and sealants; laboratory chemicals used for crude oil analysis; herbicides, pesticides and insecticides (used with the approval of the Authorized Officer); photographic chemicals; and batteries. Tank and pipe cleaning sludges are a non-product waste stream that contributes to this list. These wastes are only temporarily stored at a facility, in accordance with EPA regulations. During storage they are monitored, in accordance with EPA regulations, and they are transported off the facilities and disposed of at EPA permitted facilities. A listing of hazardous wastes stored at a TAPS facility for any one-year period can be found in the annual RCRA report submitted to EPA.

Federal Supplemental Question Ia



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 12 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 15 2001

Bill Jones

Secretary of State



704989
A314536

OFFICERS' CERTIFICATE
RESTATED ARTICLES OF INCORPORATION
OF

UNOCAL PIPELINE COMPANY
a California Corporation

FILED
APR 24 1986
JAMES L. [Signature]
Secretary of State

Luis N. Weiss and R. E. Jenkins certify that:

1. They are a duly elected and acting Vice President and a duly elected and acting Assistant Secretary, respectively, of said corporation.

2. The Articles of Incorporation of said corporation shall be amended and restated to read in full as follows:

ARTICLE I: The name of this corporation is UNOCAL PIPELINE COMPANY.

ARTICLE II: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III: The number of directors of the corporation shall be not less than five (5) nor more than nine (9). The exact number of directors shall be fixed, within the limits specified herein, by a bylaw or amendment thereof duly adopted by the shareholders or by the Board of Directors of the corporation.

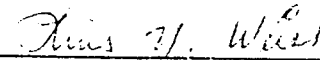
ARTICLE IV: The corporation is authorized to issue only one class of stock; and the total number of shares which the corporation is authorized to issue is 1,000.

ARTICLE V: The corporation elects to be governed by all of the provisions of the General Corporation Law of California (as enacted by Chapter 682 of the 1975 California Statutes and as subsequently amended) not otherwise applicable to it under Chapter 23 thereof.

3. The foregoing amendments and restatement have been approved by the Board of Directors of said corporation.

4. The foregoing amendments may be adopted with approval of the Board of Directors alone, because such amendments (i) confirm the statement of purposes and powers to subdivision (b) of Section 202 of the General Corporation Law and may be adopted pursuant to Section 2302 of the General Corporation Law; (ii) delete references to par value and location of the principal office and may be adopted pursuant to Section 2302 of the General Corporation Law; (iii) conform statement regarding the number of directors to Section 212 of the General Corporation Law and may be adopted pursuant to Section 2302 of the General Corporation Law; and (iv) delete the names and addresses of the persons appointed to act as initial directors and may be adopted pursuant to Section 902(d) of the General Corporation Law.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on April 24, 1986.



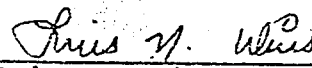
Luis N. Weiss



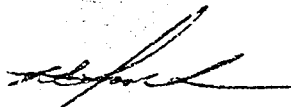
R. E. Jenkins

The undersigned, Luis N. Weiss and R. E. Jenkins, a Vice President and an Assistant Secretary, respectively, of Unocal Pipeline Company, each declares under penalty of perjury that the matters set out in the foregoing Certificate are true of his own knowledge.

Executed at Los Angeles, California on April 24, 1986.



Luis N. Weiss



R. E. Jenkins

704989
SURV

A314944 FILED
Office of the Secretary of State
of the State of California

BH

UNOCAL PIPELINE COMPANY

MAY - 1 1986

CERTIFICATE OF OWNERSHIP

March Fong Eu
MARCH FONG EU, Secretary of State

Luis N. Weiss and R. E. Jenkins do hereby certify that:

1. They are a duly elected and acting Vice President and Assistant Secretary, respectively, of Unocal Pipeline Company, a California corporation.

2. The Corporation owns one hundred percent (100%) of the outstanding shares of capital stock of Pure Transportation Company, an Ohio corporation.

3. The Board of Directors of the Corporation has fully adopted the following resolutions:

"WHEREAS, Unocal Pipeline Company ('Pipeline') owns one hundred percent (100%) of the outstanding capital stock of Pure Transportation Company ('Pure'), an Ohio corporation; and

"WHEREAS, it is deemed advisable and in the best interests of Pipeline and its shareholders that Pipeline merge Pure into itself and assume all its liabilities;

"NOW, THEREFORE BE IT RESOLVED, That Pipeline merge Pure, its wholly owned subsidiary, into itself and assume all its liabilities pursuant to Section 1110 of the California General Corporation Law on May 1, 1986; and

"RESOLVED FURTHER, That the proper officers be and they are hereby authorized to execute and deliver any and all documents and to take all such further action as may be required to complete said merger."

WITNESS our hand and the seal of the Corporation on this 25th day of April, 1986.

Luis N. Weiss

Luis N. Weiss
Vice President

R. E. Jenkins

R. E. Jenkins
Assistant Secretary

The undersigned, Luis N. Weiss, Vice President, and R. E. Jenkins, Assistant Secretary of Unocal Pipeline Company, each declare under penalty of perjury that the matter set out in the foregoing Certificate of Ownership is true of his own knowledge.

Executed at Los Angeles, California on April 25, 1986.

Luis N. Weiss

Luis N. Weiss
Vice President

R. E. Jenkins

R. E. Jenkins
Assistant Secretary

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In the office of the Secretary of State
of the State of California

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March Fong Eu
MARCH FONG EU, Secretary of State

UNOCAL PIPELINE COMPANY

CERTIFICATE OF OWNERSHIP

Luis N. Weiss and C. F. Bateman do hereby certify that:

1. They are a duly elected and acting Vice President and Assistant Secretary, respectively, of Unocal Pipeline Company, a California corporation.

2. The Corporation owns one hundred percent (100%) of the outstanding shares of capital stock of Unocal Endicott Pipe Line Company, a California corporation; Union Kuparuk Pipe Line Company, a California corporation; and Union California Pipeline Company, a California corporation.

3. The Board of Directors of the Corporation has fully adopted the following resolutions:

"WHEREAS, Unocal Pipeline Company ('Pipeline') owns one hundred percent (100%) of the outstanding capital stock of Unocal Endicott Pipe Line Company ('UEPL'), a California corporation; Union Kuparuk Pipe Line Company ('UKPL'), a California corporation; and Union California Pipeline Company ('UCPL'), a California corporation;

WHEREAS, it is deemed advisable and in the best interests of Pipeline and its shareholders that Pipeline merge UEPL, UKPL and UCPL into itself and assume all their liabilities;

NOW, THEREFORE BE IT RESOLVED, That Pipeline merge UEPL, UKPL and UCPL, its wholly owned subsidiaries, into itself and assume all their liabilities pursuant to Section 1110 of the California General Corporation Law on August 1, 1986; and

RESOLVED FURTHER, That the proper officers be and they are hereby authorized to execute and deliver any and all documents and to take all such further action as may be required to complete said merger."

WITNESS our hand and the seal of the Corporation on this 30th day of July, 1986.

Luis N. Weiss

Luis N. Weiss
Vice President

C. F. Bateman

C. F. Bateman
Assistant Secretary

The undersigned, Luis N. Weiss, Vice President, and C. F. Bateman, Assistant Secretary of Unocal Pipeline Company, each declare under penalty of perjury that the matter set out in the foregoing Certificate of Ownership is true of his own knowledge.

Executed at Los Angeles, California on July 30, 1986.

Luis N. Weiss
Luis N. Weiss
Vice President

C. F. Bateman
C. F. Bateman
Assistant Secretary

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In the office of the Secretary of State
of the State of California

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MARCH FONG EU, Secretary of State

CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
UNOCAL PIPELINE COMPANY

W. L. THACKER AND C. F. BATEMAN certify that:

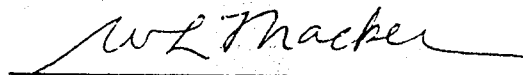
1. They are president and secretary, respectively, of UNOCAL PIPELINE COMPANY, a California corporation.
2. ARTICLE VI of the restated articles of incorporation of this corporation is added to read as follows:


ARTICLE VI Indemnification: The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law. If the California General Corporation Law is amended after approval by the Shareholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the California General Corporation Law, as so amended.

3. The foregoing amendment to the restated articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment to the restated articles of incorporation has been duly approved by the required vote of the shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 250. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: May 30, 1989


W. L. THACKER, President


C. F. BATEMAN, Secretary

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JUN 25 1990

CERTIFICATE OF OWNERSHIP AND MERGER

March 25, 1990
MARCH FONG EU, Secretary of State

N. WEISS AND C. F. BATEMAN certify that:

1. They are the Vice President and Secretary, respectively, of UNOCAL PIPELINE COMPANY ("UNOCAL"), a California corporation.

2. This Corporation owns all of the outstanding shares of CLP HOLDING COMPANY ("CLP"), a Delaware corporation.

3. The Board of Directors of this Corporation duly adopted the following resolutions at a meeting held on the 21st day of May, 1990, which it was authorized to do pursuant to its bylaws:

"WHEREAS, Unocal Pipeline Company ('UNOCAL') now owns all of the stock of CLP HOLDING COMPANY ('CLP'), a corporation organized under the laws of the State of Delaware; and

"WHEREAS, It is deemed advisable that Unocal merge with CLP in order that all the property, rights and privileges of CLP shall vest in and be owned by Unocal; now

"THEREFORE BE IT RESOLVED, That Unocal merge CLP, its wholly-owned subsidiary corporation, into itself and assume all its liabilities pursuant to Title 1, Division I, Chapter 11, Section 1110 of the California General Corporation Law; and

"RESOLVED FURTHER, That the President or the Vice President, and the Secretary or an Assistant Secretary of Unocal, are hereby authorized and directed to make and execute a certificate of ownership of all the stock of CLP, and of the adoption and date of adoption of these resolutions, and to file such certificate in the office of the Secretary of State of the State of California, and to perform all other acts that may be necessary to carry out and effectuate the purpose of these resolutions."

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 14th day of June, 1990.

L. N. Weiss
Vice President

C. F. Bateman
Secretary

The undersigned L. N. Weiss and C. F. Bateman, the Vice President and Secretary, respectively, of Unocal Pipeline Company, each declares under penalty of perjury that the matters set out in the foregoing Certificate are true of his or her own knowledge.

Executed this at Los Angeles, California this 14th day of June, 1990.

L. N. Weiss

C. F. Bateman

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In the office of the Secretary of State
of the State of California

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UNOCAL PIPELINE COMPANY

CERTIFICATE OF OWNERSHIP

March Fong Eu
MARCH FONG EU, Secretary of State

Luis N. Weiss and F. M. Nieves do hereby certify that:

1. They are duly elected and acting Vice President and Secretary, respectively, of Unocal Pipeline Company, a California corporation.

2. The Corporation owns one hundred percent (100%) of the outstanding shares of capital stock of Cushing Lemont Pipeline Company, a Delaware corporation.

3. The Board of Directors of the Corporation has fully adopted the following resolutions:

"WHEREAS, Unocal Pipeline Company ("Pipeline") owns one hundred percent (100%) of the outstanding capital stock of Cushing Lemont Pipeline Company ("CLP") a Delaware corporation; and

"WHEREAS, it is deemed advisable and in the best interests of Pipeline and its shareholders that Pipeline merge CLP into itself and assume all its liabilities;

"NOW, THEREFORE BE IT RESOLVED that Pipeline merge CLP, its wholly-owned subsidiary, into itself and assume all its liabilities pursuant to Section 1110 of the California General Corporation Law on July 1, 1991; and

"RESOLVED FURTHER, that the proper officers be and they are hereby authorized to execute and deliver any and all documents and to take all such further action as may be required to complete said merger."

WITNESS our hand and the seal of the Corporation on this 26th day of June, 1991.



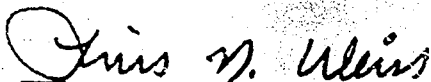
Luis N. Weiss
Vice President



F. M. Nieves
Secretary

The undersigned, Luis N. Weiss, Vice President, and F. M. Nieves, Secretary of Unocal Pipeline Company, each declare under perjury that the matter set out in the foregoing Certificate of Ownership is true of his own knowledge.

Executed at Los Angeles, California on June 26, 1991.



Luis N. Weiss
Vice President



F. M. Nieves
Secretary

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FILED

In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT

OF

OCT 18 1994

RESTATED ARTICLES OF INCORPORATION

OF

UNOCAL PIPELINE COMPANY

Tony Miller
Acting Secretary of State

We, J. M. Monroe, a Vice President and F. M. Nieves, Secretary of UNOCAL PIPELINE COMPANY, a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are a Vice President and Secretary, respectively, of UNOCAL PIPELINE COMPANY, a California corporation.

2. That an amendment to the restated articles of incorporation of this corporation has been approved by the board of directors.

3. The amendment so approved by the board of directors is as follows:

ARTICLE III of the Articles of Incorporation of this corporation is amended to read as follows:

ARTICLE III The number of directors of the corporation shall be not less than three (3) no more than five (5). the exact number of directors shall be fixed, within the limits specified herein, by a bylaw or amendment thereof duly adopted by the shareholders or by the Board of directors.

4. That the shareholders have adopted said amendment by written consent. That the wording of said amendment as approved by the written consent of the shareholders is the same as that set forth in ARTICLE III above. That said written consent was signed by the holders of outstanding shares having not less than the minimum number of required votes of shareholders necessary to approve said amendment in accordance with Section 902 of the California General Corporation Law.

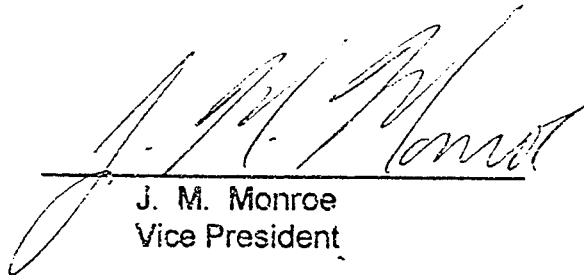
5. The designation and total number of outstanding shares entitled to vote on or give written consent to said amendment and the minimum percentage vote required of each class or series entitled to vote on or to give written consent to said amendment for approval thereof are as follows:

<u>Designation</u>	<u>Number of shares outstanding entitled to vote or give written consent</u>	<u>Minimum percentage vote required to approve</u>
Common	250	More than 50 percent

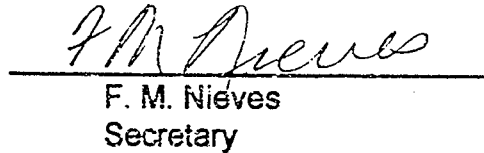
6. That the number of shares of each class which gave written consent in favor of said amendment equaled or exceeded the minimum percentage vote required of each class entitled to vote. Said minimum percentage vote is set forth in ARTICLE V of this certificate.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: October 14, 1994



J. M. Monroe
Vice President



F. M. Nieves
Secretary



**Federal
Supplemental
Question 1b**

UNOCAL PIPELINE COMPANY

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that she is a duly elected and acting Assistant Secretary of UNOCAL PIPELINE COMPANY, a California corporation (the "Company"), and hereby further certifies that attached hereto as Exhibit A is a true and complete copy of the duly adopted bylaws of the Company, which bylaws are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate and affixed the seal of the Company on this 21st day of February, 2001.

[SEAL]

By: _____

Name: Elze J. Frima

Title: Assistant Secretary of
Unocal Pipeline Company

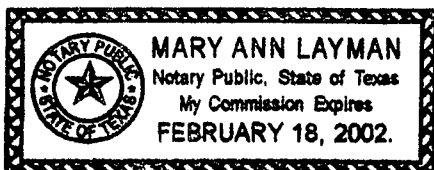
STATE OF TEXAS)

) ss:

COUNTY OF FORT BEND)

BEFORE ME, the undersigned, a Notary Public in and for the State of Texas, County of Fort Bend, on this day personally appeared Elze J. Frima, known to me to be the person whose name is subscribed to the foregoing instrument, who being duly sworn, did say that she is an Assistant Secretary of Unocal Pipeline Company, a California corporation, and acknowledged to me that she executed said instrument as her free act and deed in said capacity, and as the free act and deed of said corporation, and that the affixed seal is the corporate seal of said corporation.

GIVEN under my hand and seal of office this 21st day of February, 2001.



Notary Public

My commission expires on: FEB. 18, 2002

BYLAWS
OF
UNOCAL PIPELINE COMPANY

ARTICLE I
FISCAL YEAR

Section 1. The fiscal year of Unocal Pipeline Company (hereinafter called the "Corporation") shall end on the thirty-first day of December of each year.

ARTICLE II
OFFICES

Section 1. Principal Office - The principal office for the transaction of business of the Corporation shall be located in the City of Los Angeles, County of Los Angeles, State of California. The Board of Directors (hereinafter called the "Board") is hereby granted full power and authority to change location of said principal office.

ARTICLE III
SHAREHOLDERS

Section 1. Annual Meetings - The annual meetings of shareholders shall be held at the principal office at 3:30 p.m. on the first Tuesday of April of each year if not a legal holiday and, if a legal holiday, at the same time on the next following business day, for the purpose of electing directors, consideration of reports of the affairs of the Corporation and for the transaction of any other business which is within the powers of the shareholders.

Section 2. Special Meetings - Special meetings of the shareholders for any purpose whatsoever may be called at any time by the Chairman of the Board, the President, or by one or more shareholders holding not less than ten percent of the voting power of the Corporation upon request in writing to the Chairman of the Board, the President, a Vice President or the Secretary. The business transacted at special meetings shall be confined to the purpose or purposes stated in the notice of such meetings.

Section 3. Notice of Meetings - Notice in writing of each annual or special meeting of shareholders shall be sent, or delivered personally, to each shareholder entitled thereto, not less than ten (10) nor more than sixty (60) days before the date of each meeting of shareholders unless a written waiver of notice or a consent to the holding of the meeting, or approval of the minutes is filed with the minutes of the meeting.

Section 4. Place of Meetings - All meetings of shareholders, whether annual or special, shall be held at the principal office of the Corporation or at such other place, within or without the State of California, as the Board may from time to time designate pursuant to authority hereinafter granted it. In the absence of any such designation shareholders' meetings shall be held at the principal office of the Corporation.

Section 5. Action Without a Meeting - Any action which may be taken at any annual or special meeting may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Directors may not be elected by written consent except by unanimous written consent of all shares entitled to vote for the election of directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers - Subject to the limitations of the Articles of Incorporation of the Corporation and of the California General Corporation Law as to action which shall be authorized or approved by the shareholders, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board.

Section 2. Exact Number - The number of directors of the Corporation shall be five (5) or such other number as may be fixed, from time to time and within the limits stated in the Articles of Incorporation, by resolution of the Board.

Section 3. Annual Meetings - Immediately following each annual meeting of shareholders, the Board shall hold its regular annual meeting for the purpose of organization, election of officers and the transaction of any other business.

Section 4. Special Meetings - Special meetings of the Board for any purpose or purposes whatsoever may be called by the Chairman of the Board, the President, or in the absence or inability of both such officers, by any Vice President, the Secretary, or by at least two of the directors at the time in office.

Section 5. Notice of Meetings - Notice of regular annual meetings the Board is hereby dispensed with. Notice of special meetings must be given at least four days in advance if given by mail, or at least forty-eight hours in advance if delivered personally or given by telephone or telegram.

Section 6. Place of Meetings - All meetings of the Board whether regular, annual or special meetings, shall be held at any place within or without the State of California which has been designated from time to time by resolution of the Board or in the notice of the meeting. In the absence of such designation all directors' meetings shall be held at the principal office of the Corporation.

Section 7. Quorum - Two members of the Board, or one-third of the authorized number of directors, whichever is larger, shall constitute a quorum of the Board for the transaction of business; provided, however, that vacancies on the Board may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, each such director so elected to hold office until his successor is elected at an annual or special meeting of the shareholders. The Board may fill vacancies occurring by reason of the removal of directors.

Section 8. Indemnification of Directors, Officers, Employees and Other Agents - The Corporation shall, to the maximum extent permitted by the General Corporation Law of California, indemnify each of its directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a director or officer of the Corporation and shall advance to such director or officer expenses incurred defending any such proceeding to the maximum extent permitted by law. For purposes of this section, a "director" or "officer" of the Corporation includes any person who is or was a director or officer of the Corporation, or other enterprise, or was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other employees or agents of the Corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the California General Corporation Law.

Section 9. Action by Written Consent - Any action required or permitted to be taken by the Board under any provision of the California General Corporation Law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 10. Compensation of Directors - Directors and members of committees appointed by the Board shall receive such compensation, if any, for their services, and such reimbursement for their expenses, as may be fixed or determined by resolution of the Board.

Section 11. Authority to Designate Place of Shareholders' Meetings - The Board is hereby granted full power and authority to designate from time to time any place within or without the State of California for the holding of any shareholders' meeting, whether annual or special.

Section 12. Committees - The Board may, by resolution, appoint one or more committees, to consist of two or more of the directors of the Corporation, and subject to Section 311 of the California General Corporation Law, prescribe their duties and powers. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board shall otherwise provide. The Board shall have the power at any time to fill vacancies in, to change the membership of, or to dissolve any such committee.

Section 13. Conference Calls - Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

ARTICLE V

OFFICERS

Section 1. Officers - The Officers of the Corporation shall be a Chairman of the Board or a President or both, a Vice President, a Secretary, a Chief Financial Officer who shall also be the Treasurer unless such an officer be elected, and a Comptroller. The Corporation may also have, at the discretion of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and one or more Assistant Comptrollers. The Board may appoint such other officers as it may deem necessary or advisable, who shall have such authority and perform such duties as from time to time may be prescribed by the Board or the President. Any two or more offices may be held by the same person.

Section 2. Election and Removal - The officers of the Corporation shall be chosen annually by the Board at its regular annual meeting and each shall hold his office until the corresponding regular annual meeting of the Board in the next year and until his successor shall be elected and qualified unless he shall theretofore resign or shall be removed or otherwise disqualified to serve. The Board may remove any officer either with or without cause or under such other terms or conditions as it may prescribe. Vacancies may be filled by the Board as they may occur.

Section 3. Powers and Duties -

(a) Chairman of the Board - The Chairman of the Board, if such an officer be elected, shall preside at all meetings of the shareholders and of the Board of Directors and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or prescribed by the Bylaws.

(b) President - The President shall be the chief executive officer of the Corporation, shall preside at all meetings of shareholders and of the Board in the absence of the Chairman, and shall have general supervision, direction and control of the business and affairs of the Corporation and its officers. He shall be an ex-officio member of all committees, and shall have such other powers and duties as may from time to time be assigned to him by the Board or prescribed by the Bylaws.

(c) Vice President - Each Vice President shall have such authority and shall perform such duties as shall from time to time be assigned to him by the Board, the President or the Bylaws.

(d) Secretary - The Secretary shall keep, or cause to be kept, a book of minutes, at the principal office and/or such other place or places as the Board may order, of all meetings of directors and shareholders, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at directors' meetings, the number of shares present or represented at shareholders' meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or at the office or offices of the Corporation's transfer agent or agents, a share register, or a duplicate share register, showing the names of the shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all the meetings of the shareholders and of the Board required by the Bylaws or by law to be given. He shall have charge and be custodian of the seal of the Corporation and of all books, papers, contracts, leases, deeds, securities and other documents or instruments of whatsoever kind which belong to or are in the Corporation's possession, except those pertaining to the office of the Chief Financial Officer, Treasurer or Comptroller.

He shall have such other powers and perform such other duties as may from time to time be prescribed by the Board, the President or the Bylaws, and he shall in general, subject to the control of the Board, and the President, perform all the duties usually incident to the office of secretary of a corporation.

(e) Assistant Secretaries - Each Assistant Secretary shall assist the Secretary, and in the absence or disability of the Secretary any Assistant Secretary may perform the duties of the Secretary unless and until the contrary is expressed by the Board, and shall perform such other duties as shall be prescribed by the Board or the Secretary.

(f) Chief Financial Officer - The Chief Financial Officer, who shall also be the Treasurer, shall have custody of and be responsible for all the monies and funds of the Corporation. He shall deposit or cause to be deposited all Corporation monies, funds and other valuables in the name and to the credit of the Corporation in such bank or banks as in his judgment is proper or as shall be directed by the Board, or the President, and shall disburse the funds of the Corporation which have been duly approved for disbursement. He shall enter regularly, or cause to be entered, in the books of the Corporation to be kept by him for the purpose full and accurate accounts of all monies received and paid out by him on account of the Corporation.

He shall have such other powers and perform such other duties as may from time to time be prescribed by the Board, the President or the Bylaws, and he shall in general, subject to control of the Board and the President, perform all the duties usually incident to the office of treasurer of a corporation.

(g) Assistant Treasurers - Each Assistant Treasurer shall assist the Treasurer and, in the absence or disability of the Treasurer, any Assistant Treasurer may perform the duties of Treasurer unless and until the contrary is expressed by the Board, and shall perform such other duties as may be prescribed by the Board or the Treasurer.

(h) Comptroller - The Comptroller shall be the principal officer in charge of the general accounting books, accounting records and forms of the Corporation and shall see that all monies and obligations due the Corporation and all properties and assets are properly accounted for. He shall prepare or cause to be prepared the Corporation's balance sheets, income accounts and other financial statements and reports, and render to the President such periodic reports covering the result of operations of the Corporation as may be required.

He shall have such other powers and perform such other duties as may from time to time be prescribed by the Board, the President or the Bylaws, and he shall in general, subject to control of the Board and the President, perform all the duties usually incident to the office of comptroller of a corporation.

(i) Assistant Comptrollers - Each Assistant Comptroller shall assist the Comptroller and, in the absence or disability of the Comptroller any Assistant Comptroller may perform the duties of the Comptroller unless and until the contrary is expressed by the Board, and shall also perform such other duties as shall be prescribed by the Board or the Comptroller.

ARTICLE VI

MISCELLANEOUS

Section 1. Execution of Documents - Unless otherwise authorized or prescribed by the Board, all contracts, leases, deeds, deeds of trust, mortgages, bonds, indentures, endorsements, assignments, powers of attorney to transfer stock or for other purposes, and other documents and instruments of whatever kind shall be executed for and on behalf of the Corporation by the Chairman of the Board, the President, a Vice President, the Chief Financial Officer, the Treasurer or the Comptroller, or by any other such officer and the Secretary or an Assistant Secretary, who shall have authority to affix the corporate seal to the same.

The Board also may authorize any other officer or officers, or agent or agents, to execute any contract, document or instrument of whatever kind for and on behalf of the Corporation and such authority may be general or be confined to specific instances.

Section 2. Undertakings and Commitments - No undertaking, commitment, contract, instrument or document shall be binding upon the Corporation unless previously authorized or subsequently ratified by the Board or executed by an officer or officers or an agent or agents of the Corporation acting under powers conferred by the Board or by these Bylaws.

Section 3. Checks, Drafts, etc. - All checks, notes and other obligations for collection, deposit or transfer, and all checks and drafts for disbursement from Corporation funds, and all bills of exchange and promissory notes, and all acceptances, obligations and other instruments for the payment of money, shall be endorsed or signed by such officer or officers, agent or agents, as shall be thereunto authorized from time to time by the Board.

Section 4. Representation of Shares of Other Corporations - Shares standing in the name of the Corporation may be voted or represented and all rights incident thereto may be exercised on behalf of the Corporation by the Chairman of the Board, the President, a Vice President, the Secretary, the Chief Financial Officer, the Treasurer or the Comptroller, or by such other officers as to whom the Board may from time to time confer like powers.

ARTICLE VII

REPEAL OF BYLAWS

Section 1. All existing Bylaws of the Corporation and all amendments thereto are hereby repealed.

ARTICLE VIII

AMENDMENTS

Section 1. Power of Shareholders - New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote or written assent of shareholders entitled to exercise a majority of the voting power of the Corporation.

Section 2. Power of Directors - Subject to the right of the shareholders as provided in Section 1 of this Article VIII, Bylaws may be adopted, amended or repealed by the Board as provided or permitted by law.

ARTICLE IX

EMERGENCY

Section 1. "Emergency" as used in this Article means disorder, disturbance or damage caused by war, enemy attack, other warlike acts or disaster which prevents conduct and management of the affairs and business of the corporation by the Board and officers in the manner provided for in other Articles of these Bylaws. The powers and duties conferred and imposed by this Article, and any resolutions adopted pursuant thereto, shall be effective only during an emergency. This Article may be implemented from time to time by resolutions adopted by the Board before or during an emergency, or during an emergency by an Emergency Managing Committee constituted and then acting pursuant hereto. An emergency, once commenced, shall be deemed to continue until terminated by resolutions adopted for that purpose by the directors.

Section 2. If, during an emergency, it can be determined that vacancies on the Board exist and they are duly filled by the remaining directors or the sole remaining director pursuant to the provisions of Section 7 of ARTICLE IV of these Bylaws, then the following provisions of this Article shall not apply. If, however, vacancies are not so filled so as to obtain a quorum of the Board, then during any emergency the provisions of this Article and any implementing resolutions shall supersede any conflicting Article of these Bylaws or resolutions adopted pursuant thereto.

Section 3. During any emergency, the officers and employees of the corporation shall continue, so far as possible, to conduct the corporation's affairs and business under the guidance of the Board or any Emergency Managing Committee acting pursuant to this Article and in accordance with known orders of governmental authorities.

Section 4. If, during any emergency, a quorum of the Board is not available to serve, then the powers and duties of the corporation shall vest in and devolve upon an Emergency Managing Committee consisting of available directors, the president, if he is available, and as many Vice Presidents (or, in case of their inability, any other officers), as may be necessary from time to time to constitute a total of three Committee members. The president, if he is available, and any other one member of the Emergency Managing Committee shall constitute a quorum of the Committee for exercise of the powers conferred and performance of the duties imposed upon the Committee hereunder, but if the president is not available any two members of the Emergency Managing Committee shall constitute a quorum.

**Federal
Supplemental
Question 1c**

State of Alaska
Department of Community and Economic Development
Division of Banking, Securities and Corporations

**CERTIFICATE
OF
COMPLIANCE**

The undersigned, as Commissioner of Community and Economic Development of the State of Alaska, and custodian of corporation records for said state, hereby certifies that
UNOCAL PIPELINE COMPANY

authorized to transact business in Alaska as

UNOCAL PIPELINE COMPANY

is a corporation organized under the laws of **CALIFORNIA** and on **JANUARY 9, 1974** qualified as a foreign business corporation authorized to do business in Alaska.

I FURTHER CERTIFY that said corporation is in good standing and has filed all biennial corporate reports due at this time and has paid all biennial corporation taxes and fees due and payable at this time.

No information is available in this office on the financial condition, business activity or practices of this corporation.

IN TESTIMONY WHEREOF, I execute this certificate and
affix the Great Seal of the State of Alaska on
FEBRUARY 16, 2001



Deborah B. Sedwick
Commissioner of Community
and Economic Development



SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **2nd day of January, 1974, UNOCAL PIPELINE COMPANY** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of February 27, 2001.



Bill Jones
BILL JONES
Secretary of State

pf

**Federal
Supplemental
Question Id**


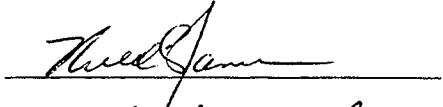
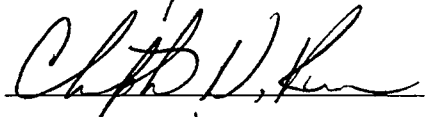
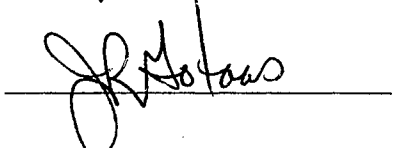
UNOCAL PIPELINE COMPANY

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that she is a duly elected and acting Assistant Secretary of Unocal Pipeline Company, a California corporation (the "Company"), and hereby further certifies as follows:

1. Attached hereto as Exhibit A is a true and complete copy of resolutions duly adopted by the Board of Directors of the Company effective 22nd of February, 2001. Such resolutions have neither been modified nor rescinded since their adoption and are in full force and effect as of the date hereof. Such resolutions are the only resolutions adopted by the Board of Directors of the Company relating to the renewal of the Company's interest in the Trans-Alaska Pipeline System.

2. The below named persons are duly elected and qualified officers of the Company holding the offices set forth below opposite his/her respective name, and the signature set forth below opposite his/her respective name is the genuine signature of such person.

<u>Name</u>	<u>Office</u>	<u>Signature</u>
Joseph M. Monroe	Director and President	
Ronald L. James	Director and Vice President	
Christopher W. Keene	Director and Vice President	
John R. Gotaas	Director and Comptroller	

IN WITNESS WHEREOF, the undersigned has executed this certificate and affixed the seal of the Company on this 27 day of February, 2001.

[SEAL]

By: 

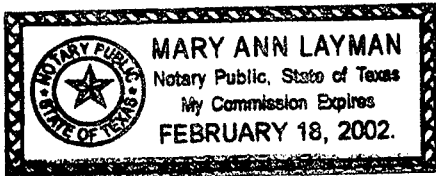
Name: Elze J. Frima

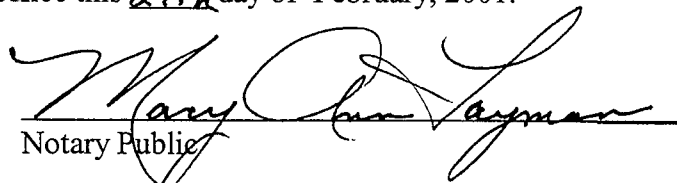
Title: Assistant Secretary of
Unocal Pipeline Company

STATE OF TEXAS)
) ss:
COUNTY OF FORT BEND)

BEFORE ME, the undersigned, a Notary Public in and for the State of Texas, County of Fort Bend, on this day personally appeared Elze J. Frima, known to me to be the person whose name is subscribed to the foregoing instrument, who being duly sworn, did say that she is an Assistant Secretary of Unocal Pipeline Company, a California corporation, and acknowledged to me that she executed said instrument as her free act and deed in said capacity, and as the free act and deed of said corporation, and that the affixed seal is the corporate seal of said corporation.

GIVEN under my hand and seal of office this 27th day of February, 2001.




Notary Public

My commission expires on: FEB. 18, 2002

UNOCAL PIPELINE COMPANY
RESOLUTIONS OF BOARD OF DIRECTORS
ACTION BY UNANIMOUS WRITTEN CONSENT

The undersigned, being all of the members of the Board of Directors of Unocal Pipeline Company, a California corporation (the "Corporation"), in lieu of holding a special meeting of the Board of Directors (the "Board") of the Corporation, hereby adopt the following preamble and resolutions by written consent in accordance with Section 307 of the California General Corporation Law and the Bylaws of the Corporation, with the same force and effect as if adopted at a special meeting of the Board held on the 22nd day of February, 2001.

Authorization of Renewal of TAPS Interests

WHEREAS, the Corporation (i) is party to an Agreement and Grant of Right of Way for the Trans-Alaska Pipeline System ("TAPS") with the United States of America (the "Federal Grant") and (ii) has been granted a Right of Way Lease for the Trans-Alaska Pipeline by the State of Alaska (the "State Lease"); and

WHEREAS, the Federal Grant expires on January 22, 2004 and the State Lease expires on May 2, 2004; and

WHEREAS, contemporaneous with the expiration of the Federal Grant and State Lease, the Corporation's interests in various Related Facilities, as that term is defined in the Federal Grant and State Lease, and other rights and interests pertaining to TAPS held under instruments from the United States of America, the State of Alaska, and private individuals and entities (collectively, all of the forgoing interests, including the Federal Grant and the State Lease, are referred to as the "TAPS Interests") will also expire; and

WHEREAS, it is in the best interest of the Corporation to renew the TAPS Interests; and

WHEREAS, the process of renewing the Federal Grant and other of the TAPS Interests requires the filing of an Application for Transportation and Utility Systems and Facilities on Federal Lands on Standard Form 299 ("SF 299") and the process of seeking renewal of the State Lease and other of the TAPS Interests requires the filing of an application for renewal (the "State Application") (collectively, SF 299 and the State Application are referred to as the "Applications"); and

WHEREAS, the Corporation desires to authorize (i) the preparation and filing of the Applications and any and all other actions deemed necessary or advisable in connection with the renewal of the TAPS Interests and (ii) the execution of documents evidencing renewal of the TAPS Interests (the "Final TAPS Renewal Documents"); and

WHEREAS, a Project Manager has been designated by the Corporation and other entities owning an interest in TAPS (the "Other TAPS Owners") with responsibility for acting with respect to the renewal of the TAPS Interests on behalf of the Corporation and the Other TAPS Owners.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation is authorized to prepare, execute and deliver (i) the Applications and the exhibits and attachments thereto, and any amendments thereto, (ii) all other instruments and documents as may be required by the granting authorities, or as may be deemed necessary or advisable by the Corporation, in connection with the processing of the Applications and the renewal of the TAPS Interests, including but not limited to a duration report, an environmental report, and a compliance report, and (iii) documentation evidencing the Final TAPS Renewal Documents; and

FURTHER RESOLVED, that the President and any Vice President ("Authorized Officers") of the Corporation be, and each of them hereby is, authorized, for and on behalf of the Corporation, to execute and deliver the Applications and documentation evidencing the Final TAPS Renewal Documents and any and all supporting documentation, in such form as the Authorized Officer executing and delivering the same in his discretion may approve, such execution to be conclusive evidence of such approval; and

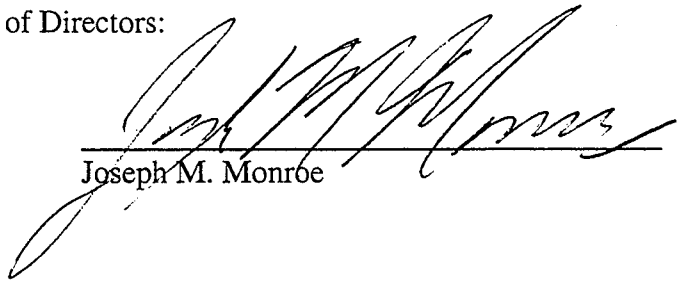
FURTHER RESOLVED, that the officers and agents of the Corporation are authorized and directed to take such actions as they deem necessary or advisable to further and complete the renewal of TAPS Interests; and

FURTHER RESOLVED, that the Corporation is authorized to designate as agent both persons employed by the Corporation and persons and entities not employed by the Corporation; and

FURTHER RESOLVED, that the officers of the Corporation are authorized to execute a Power of Attorney or other evidence of authority designating the Project Manager as agent of the Corporation with full authority to act on behalf of the Corporation in connection with the renewal of the TAPS Interests; and

FURTHER RESOLVED, that the officers and agents of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to take such actions and to execute and deliver such documents and papers as they deem necessary or advisable to perform and comply with the requirements of the Applications, to complete the renewal of the TAPS Interests, and to effect the purposes of the foregoing resolutions as contemplated herein; and with the authority granted herein to the officers and agents being non-exclusive.

Being all of the members of the Board of Directors:



Joseph M. Monroe


Christopher W. Keene

Ronald L. James

John R. Gotaas

Being all of the members of the Board of Directors:

Joseph M. Monroe



Christopher W. Keene


Ronald L. James

John R. Gotaas

Being all of the members of the Board of Directors:

Joseph M. Monroe

Christopher W. Keene



Ronald L. James

John R. Gotaas

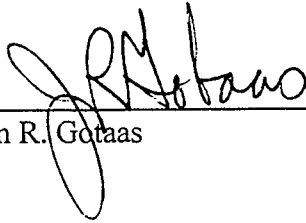
Being all of the members of the Board of Directors:

Joseph M. Monroe

Christopher W. Keene

Ronald L. James

John R. Gotaas

A handwritten signature in black ink, appearing to read "J. R. Gotaas", is written over the horizontal line and extends below it. The signature is stylized with a large, looping initial "J" and a distinct "G" at the end.

Federal Supplemental Question 1e

**UNOCAL COMPANIES
AS OF FEBRUARY 28, 2001**

76 Products Company, LLC

Status: Active
Formation: California

Primary Address

None given

Registered Address

None given

765046 Alberta Ltd.

Status: Active
Incorporation: Alberta

Primary Address

None given

Registered Address

None given

AHEL, Inc.

Status: Active
Incorporation: Delaware

Primary Address

None given

Registered Address

None given

Amata Power (Bang Pakong) Ltd.

Status: Active
Incorporation: Thailand

Primary Address

None given

Registered Address

None given

Amata Power (Rayong) Ltd.

Status: Active
Incorporation: Thailand

Primary Address

None given

Registered Address

None given

STOCKS

Common

Price/Par Value: 1
CUSIP:

Date Authorized: Wednesday, May 10, 2000
Authorized: 800,000

SYMBOL:	Outstanding:	800,000
	Issued:	800,000
	# in Treasury:	

American Mineral Spirits Company

Status:	Active
Incorporation:	Delaware

Primary Address

American Mineral Spirits Company
c/o Unocal Corporation
2141 Rosecrans Avenue
El Segundo, CA 90245

Registered Address

American Mineral Spirits Company
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, September 20, 1968
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	100
		Issued:	100
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	100	Friday, September 20, 1968

ANPC, Inc.

Status:	Active
Incorporation:	Delaware

Primary Address

ANPC, Inc.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

ANPC, Inc.
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, March 28, 1991
CUSIP:		Authorized:	10,000
SYMBOL:		Outstanding:	10,000
		Issued:	10,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	4	100	10,000	Thursday, March 28, 1991

Avila Properties, LLC

Status:	Active
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Formation: California

Primary Address

None given

Registered Address

None given

Azerbaijan International Operating Company

Status: Active
Incorporation: Cayman Islands

Primary Address

Georgian Pipeline Company
c/o Unocal Khazar, Ltd.
376 South Valencia Avenue
Brea, CA 92823

Registered Address

Maples and Calder, Attorneys at Law
Ugland House
P.O. Box 309
George Town, Grand Cayman British Virgin Islands

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, September 28, 1993
CUSIP:		Authorized:	1,000,000
SYMBOL:		Outstanding:	900,000
		Issued:	900,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
BP Exploration (Caspian Sea) Limited	1	19.03	171,267	Friday, March 31, 1995
Amoco Caspian Sea Petroleum Limited	10	18.9	170,100	Friday, February 24, 1995
Lukoil Joint Stock Company	9	11.11	100,000	Monday, April 03, 1995
Pennzoil Caspian Corp.	5	10.91	98,175	Friday, February 24, 1995
Unocal Khazar, Ltd.	2	10.58	95,200	Friday, March 31, 1995
Den Norske Stats Oljeselskap A.S.	8	9.51	85,633	Friday, March 31, 1995
McDermott Azerbaijan, Inc.	4	2.72	24,500	Friday, March 31, 1995
Ramco Hazar Energy Limited	6	2.31	20,825	Friday, March 31, 1995
Türkiye Petrolleri A.O.	7	1.94	17,500	Friday, March 31, 1995
Delta Nimir Khazar Limited	3	1.87	16,800	Friday, March 31, 1995

Blackwolf Resources, Inc.

Status: Active
Incorporation: Alberta

Primary Address

None given

Registered Address

None given

Cal Ven Limited

Status: Active
Incorporation: Alberta

Primary Address

Unocal Canada Limited
1100,530 - 8th Avenue S.W.
Calgary, Alberta T2P 2K6 Canada

Registered Address

Cal Ven Limited
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, March 27, 1991
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	100,000
		Issued:	100,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Canada Limited	1	100	100,000	Wednesday, March 27, 1991

Calpac Remediation Company, LLC

Status: Active
Incorporation: Delaware

Primary Address

Calpac Remediation Company, LLC
c/o Unocal Corporation
376 South Valencia Avenue
Brea, California 92823

Registered Address

9 East Loockerman Street
Dover, DE 19901

Campo Gerais Participacoes E Representacoes Ltda.

Status: Active
Incorporation: Brazil

Primary Address

Campo Gerais Participacoes
R Presidente Olegario Maciel 111
Sala 66 Parte
City of Araxa, Minas Gerais Brazil

Registered Address

Campo Gerais Participacoes
Av President Juscelino Kubitsche
1703 4o. Andar
City of Sao Paulo, Sao Paulo Brazil

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
El Calden S.A.	Uruguay	100%	1,688,305,322

Campo Limpo Comercio e Participacao Ltda.

Status: Active
Incorporation: Brazil

Primary Address

Campo Limpo Comercio
Rua Presidente
Olegario Maciel, 111
Suite 64
City of Araxa, Araxa Brazil

Registered Address

Moura E. Nusdeo
Av. Brig. Faria Lima 2009
City of Sao Paulo, Sao Paulo 01451 SP Brazil

STOCKS

Quotas

Price/Par Value: 0 par value
CUSIP:
SYMBOL:
Date Authorized:
Authorized:
Outstanding:
Issued:
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Molycorp, Inc.	2		83,890,887	Wednesday, September 13, 2000
Union Oil Company of California	3		2,813	Friday, September 27, 1991

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Campo Gerais Partipacoes E Representacoes Ltda.	Brazil	73%	2.74
Sao Jose Industria Comercio e Participacoes Ltda.	Brazil	100%	1.58

Canair Molybdenum Corporation Limited

Status: Active
Incorporation: Ontario

Primary Address

Canair Molybdenum Corporation Limited
1100,530 - 8th Avenue S.W.
Calgary, Alberta T2P 358 Canada

Registered Address

Canair Molybdenum Corporation Limited
Royal Bank Plaza Ste 3400
Toronto, Ontario M5J-2K1 Canada

STOCKS

Common

Price/Par Value: 1
CUSIP:
SYMBOL:
Date Authorized: Monday, March 25, 1957
Authorized: 3
Outstanding: 3
Issued: 3
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Molycorp, Inc.	1	100	3	Monday, March 25, 1957

Casmite Corporation, The

Status: Active

Incorporation: Nevada

Primary Address

The Casmite Corporation
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

The Casmite Corporation
c/o Corporation Trust Co.
One East First Street
Reno, Nevada 89505 U.S.A.

STOCKS

Common

Price/Par Value: 50
CUSIP:
SYMBOL:

Date Authorized: Wednesday, June 03, 1959
Authorized: 1,000
Outstanding: 10
Issued: 10
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	6	100	10	Wednesday, June 03, 1953

Cert Environmental Corp.

Status: Active
Incorporation: Delaware

Primary Address

Cert Environmental Corp.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Cert Environmental Corp.
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS

Common

Price/Par Value: 1
CUSIP:
SYMBOL:

Date Authorized: Friday, November 08, 1991
Authorized: 1,000
Outstanding: 1,000
Issued: 1,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Tuesday, January 19, 1993

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Fullerton Environmental Laboratory, Inc.	California	100%	1,000

Chicago Carbon Company, an Illinois general partnership

Status: Active
Formation: Illinois

Primary Address

Chicago Carbon Company
c/o Midwest 76, Inc.
376 S. Valencia Ave.
Brea, CA 92823

Registered Address

None given

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Needle Coker Company (The)	Illinois	25%	25
Tom Brown, Inc.	Delaware	16.3%	5,800,000

Chicap Pipe Line Company

Status: Active
Incorporation: Delaware

Primary Address

Chicap Pipe Line Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

Chicap Pipe Line Company
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801

STOCKS

Common Stock

Price/Par Value:	100	Date Authorized:	
CUSIP:		Authorized:	40,000
SYMBOL:		Outstanding:	28,000
		Issued:	28,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Midwest Pipeline Company	31	48.07	13,460	Saturday, December 31, 1988
Amoco Pipeline Company	29	29.17	8,167	Saturday, July 30, 1988
Enbridge Inc.	34	22.76	6,373	Thursday, December 03, 1998

Collier Carbon and Chemical Corporation*

Status: Active
Incorporation: California

Primary Address

Collier Carbon and Chemical Corporation
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	
------------------	---	------------------	--

CUSIP:	Authorized:	100
SYMBOL:	Outstanding:	100
	Issued:	100
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	100	Wednesday, June 21, 1978

Colonial Pipeline Company

Status: Active
Incorporation: Delaware

Primary Address

Colonial Pipeline Company
3390 Peachtree Road NE
Atlanta, Georgia 33026 U.S.A.

Registered Address

Colonial Pipeline Company
c/o Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1,000.00	Date Authorized:	Thursday, June 04, 1970
CUSIP:		Authorized:	60,000
SYMBOL:		Outstanding:	12,400
		Issued:	12,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	163	60.24	7,470	Saturday, May 01, 1999
Union Oil Company of California	115	48.71	6,040	Thursday, March 14, 1985
Union Oil Company of California	100	11.53	1,430	Thursday, June 04, 1970
Amoco Pipeline Company	2	8.38	1,039	
Cities Service Pipe Line Investment Co.	5	8.19	1,015	Monday, August 10, 1998
Mobil Pipe Line Company	7	6.73	834	Monday, August 10, 1998
B. P. Oil	4	5.24	650	Monday, August 10, 1998
Continental Pipeline Co.	6	4.42	548	Monday, August 10, 1998
Phillips Petroleum International Investment Company	8	4.15	515	Monday, August 10, 1998
Arco	3	.93	115	Monday, August 10, 1998

Colonial Ventures, L.L.C.

Status: Active
Formation: Delaware

Primary Address

None given

Registered Address

None given

Companhia Brasileira De Metalurgia E Mineracao

Status: Active
Incorporation: Brazil

Primary Address

Companhia Brasileira De Metalurgia
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

CBMM
Rua Pequetita 111
Villa Olimpia
CEP 04552 902, Sao Paulo Brazil

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, March 23, 1990
CUSIP:		Authorized:	987,000,000
SYMBOL:		Outstanding:	94,600,000
		Issued:	94,600,000
		# in Treasury:	

Current Owner(s)
Molycorp, Inc.

Certificate No.
04 S/13

%Ownership
47.38

No. of Shares
44,819,806

Date Issued
or Transferred
Tuesday, December 01,
1998

Cook Inlet Pipe Line Company

Status: Active
Incorporation: Delaware

Primary Address

Cook Inlet Pipe Line Company
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Cook Inlet Pipe Line Company
P O Box 900
Dallas, Texas 75221-0900

STOCKS**Common**

Price/Par Value:	100	Date Authorized:	Monday, March 21, 1966
CUSIP:		Authorized:	40,000
SYMBOL:		Outstanding:	40,000
		Issued:	40,000
		# in Treasury:	

Current Owner(s)
Forcenergy Inc

Certificate No.
28

%Ownership
30

No. of Shares
12,000

Date Issued
or Transferred
Monday, January 13,
1997

Mobil Pipe Line
Company

4

20

8,000

Union Oil Company of
California

15

11.82

4,730

Thursday, December
28, 1967

Atlantic Richfield
Company

14

11.82

4,730

Thursday, December
28, 1967

Union Oil Company of

21

10

4,000

Friday, March 06, 1970

California Union Oil Company of California	10	5.65	2,260	Tuesday, December 27, 1966
Atlantic Richfield Company	6	5.65	2,260	Tuesday, December 27, 1966
Union Oil Company of California	20	2.5	1,000	Monday, September 30, 1968
Atlantic Richfield Company	16	2.5	1,000	Monday, September 30, 1968
Union Oil Company of California	3	.03	10	Thursday, March 31, 1966
Atlantic Richfield Company	2	.03	10	Thursday, March 31, 1966

Custodians Undertaking Remedial Efforts, Inc. (New Cure, Inc.)

Status: Active
Incorporation: Delaware

Primary Address
New Cure, Inc.
2550 Greenwood Drive
Monterey Park, CA 91755

Registered Address
None given

STOCKS

Common

Price/Par Value:	.01	Date Authorized:	Tuesday, December 07, 1999
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	2,320
		Issued:	2,320
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	68	100	2,320	Tuesday, December 07, 1999
Union Oil Company of California	94	3.44	79.78	Friday, December 17, 1999

CUT, LLC

Status: Active
Formation: Delaware

Primary Address
None given

Registered Address
None given

Dayabumi Salak Pratama, Ltd.

Status: Active
Incorporation: Cayman Islands

Primary Address
Dayabumi Salak Pratama, Ltd.

Registered Address
Dayabumi Salak Pratama, Ltd.

2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

P. O. Box 309
Grand Cayman, Cayman Islands British West Indies

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, May 01, 1996
CUSIP:		Authorized:	50,000
SYMBOL:		Outstanding:	200
		Issued:	200
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Geothermal of Indonesia, Ltd.	1	39.5	79	Wednesday, May 01, 1996
PT Nusamba Geothermal	3	39.5	79	Wednesday, May 01, 1996
Unocal Geothermal of Indonesia, Ltd.	2	10.5	21	Wednesday, May 01, 1996
PT Nusamba Geothermal	4	10.5	21	Wednesday, May 01, 1996

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
DSP Finance Company B.V.	Netherlands	100%	

DSP Finance Company B.V.

Status: Active
Incorporation: Netherlands

Primary Address

Dayabumi Salak Pratama Finance Co. B.V.
Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Dayabumi Salak Pratama Finance Co. B.V.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

ECO-SCRAP, Inc.

Status: Active
Incorporation: California

Primary Address

ECO-SCRAP, Inc.
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, August 07, 1995
CUSIP:		Authorized:	10,000

SYMBOL:	Outstanding:	10,000		
	Issued:	10,000		
	# in Treasury:			
Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	10,000	Monday, August 07, 1995

El Calden S.A.

Status: Active
Incorporation: Uruguay

Primary Address

El Calden S.A.
Juncal 1302, Piso 21
Montevideo, Uruguay Uruguay

Registered Address

El Calden S.A.
c/o Moura E. Nusdeo
Av. Brig. Faria Lima 2009
City of Sao Paulo, Sao Paulo 01451 SP Brazil

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Sunday, March 03, 1991
CUSIP:		Authorized:	1,688,305,322
SYMBOL:		Outstanding:	1,688,305,322
		Issued:	1,688,305,322
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Campo Gerais Participacoes E Representacoes Ltda.	1	100	1,688,305,322	Sunday, March 03, 1991
			2	

Fullerton Environmental Laboratory, Inc.

Status: Active
Incorporation: California

Primary Address

Fullerton Environmental Laboratory, Inc.
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, November 03, 1993
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Cert Environmental Corp.	1	100	1,000	Wednesday, November 03, 1993

Geocon, S. A.

Status: Active
Incorporation: Mexico

Primary Address

Geocon, S. A.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Geocon, S. A.
Rio Guadalquivir No. 69
Mexico City, Mexico 5 D F Mexico

STOCKS

Common

Price/Par Value:	1000	Date Authorized:	Wednesday, March 18, 1970
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Molycorp, Inc.	1	100	1,000	Wednesday, March 18, 1970

Georgian Pipeline Company

Status: Active
Incorporation: Cayman Islands

Primary Address

Georgian Pipeline Company
c/o Unocal Khazar, Ltd.
376 South Valencia Avenue
Brea, CA 92823

Registered Address

W.S. Walker & Company
Walker House, Mary Street
P.O. Box 265
George Town, Grand Cayman Cayman Islands

STOCKS

Common

Price/Par Value:	.01	Date Authorized:	Friday, March 22, 1996
CUSIP:		Authorized:	1,000,000
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Amoco Caspian Sea Petroleum Limited	4	17010000	170,100	Monday, November 11, 1996
BP Exploration (Caspian Sea) Limited	11	17010000	170,100	Thursday, November 14, 1996
Lukoil Joint Stock Company	8	10000000	100,000	Monday, November 11, 1996
Pennzoil Caspian Corp.	1	9817500	98,175	Monday, November 11, 1996
Unocal Khazar, Ltd.	3	9520000	95,200	Monday, November 11, 1996

Den Norske Stats Oljeselskap A.S.	10	8563300	85,633	1996 Monday, November 11, 1996
Turkiye Petrolleri A.O.	2	6750000	67,500	Monday, November 11, 1996
Exxon Azerbaijan Limited	5	5000000	50,000	Monday, November 11, 1996
Itochu Oil Exploration (Azerbaijan) Inc.	7	2450000	24,500	Monday, November 11, 1996
Ramco Hazar Energy Limited	9	2082500	20,825	Monday, November 11, 1996
Delta Hess Khazar Limited	12	1680000	16,800	Friday, September 11, 1998

Georgian Transportation Company Limited

Status: Active
Incorporation: Cayman Islands

Primary Address

Georgian Pipeline Company
c/o Unocal Khazar, Ltd.
376 South Valencia Avenue
Brea, CA 92823

Registered Address

Maples and Calder, Attorneys at Law
Ugland House
P.O. Box 309
George Town, Grand Cayman British Virgin Islands

STOCKS**Common**

Price/Par Value:	Date Authorized:	Friday, March 22, 1996
CUSIP:	Authorized:	1,000,000
SYMBOL:	Outstanding:	2
	Issued:	2
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
DENTON, SHAUN	1	50	1	Friday, March 22, 1996
POPE, ADRIAN	2	50	1	Friday, March 22, 1996

GUT, LLC

Status: Active
Formation: Delaware

Primary Address

None given

Registered Address

None given

Hindustan Oil Exploration Company Limited (HOEC)

Status: Active
Incorporation: Indian

Primary Address

Hindustan Oil Exploration Company (HOEC)
2141 Rosecrans Avenue

Registered Address

Hindustan Oil Exploration Company Limited (HOEC)
Tandalja Road, Off Old Padra Road

Suite 4000
El Segundo, CA 90245

Baroda, Bombay 390 020 India

TOCKS
Common

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	338992 - 339144	26	15,281,633	Saturday, October 17, 1998

HUTTS, LLC

Status: Active
Formation: Delaware

Primary Address
None given

Registered Address
None given

Independent Power Thailand

Status: Active
Formation: Thailand

Primary Address
None given

Registered Address
None given

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Asia-Pacific Ventures, Ltd.		24		
Thai Oil Company Limited		56		
Westinghouse Electric S.A.		20		

Inland Corporation

Status: Active
Incorporation: Ohio

Primary Address
Inland Corporation
Midland Building
Cleveland, Ohio 44115 U.S.A.

Registered Address
None given

STOCKS
Common

Price/Par Value	5	Date Authorized:	
		Authorized:	1,000

Series A

Price/Par Value:	\$5	Date Authorized:	
CUSIP:		Authorized:	1,000

SYMBOL:	Outstanding:	1,000
	Issued:	1,000
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Midwest Pipeline Company	19	15	150	Saturday, December 31, 1988

Series B

Price/Par Value:	Date Authorized:	
CUSIP:	Authorized:	9,000
SYMBOL:	Outstanding:	6,775
	Issued:	6,775
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Midwest Pipeline Company	14	16.21	1,098	Saturday, December 31, 1988

Inland Gas & Oil Ltd.

Status:	Active
Continuance:	Alberta

Primary Address

None given

Registered Address

None given

Jupiter Energy Corporation

Status:	Active
Incorporation:	Illinois

Primary Address

Jupiter Energy Corporation
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Jupiter Energy Corporation
14141 Southwest Freeway
Sugar Land, TX 77478

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, December 22, 1997
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	5	100	1,000	Monday, March 28, 1994

emont Carbon, Inc.

Status:	Active
Incorporation:	Delaware

Primary Address

Lemont Carbon, Inc.
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Lemont Carbon, Inc.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Thursday, August 31, 1989

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Chicago Carbon Company, an Illinois general partnership	Illinois	14.2899%	
Needle Coker Company (The)	Illinois	50%	50

Listrik Lumut Balai

Status: Pending Deregistration
Incorporation: Cayman Islands

Primary Address

Listrik Lumut Balai
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

Listrik Lumut Balai
c/o Maples and Calder
P.O. Box 309, Ugland House
Grand Cayman, Cayman Islands Cayman Islands

STOCKS

Common

Price/Par Value:	US \$1	Date Authorized:	Tuesday, April 01, 1997
CUSIP:		Authorized:	50,000
SYMBOL:		Outstanding:	1,200
		Issued:	1,200
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal South Sumatra Geothermal, Ltd.	001	50	600	Monday, June 02, 1997
P.T. Dayabumi Lumut Balai	002	50	600	Monday, June 02, 1997

Lisulegon, Sociedad Anonima

Status: Active
Incorporation: Costa Rica

Primary Address

None given

Registered Address

None given

STOCKS

Common

Price/Par Value:	5,000 colones	Date Authorized:	Monday, September 14, 1998
CUSIP:		Authorized:	10
SYMBOL:		Outstanding:	10
		Issued:	10
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Geothermal Ventures, Ltd.	1	100	10	Monday, September 14, 1998

Magma Nusantara Limited

Status: Active
Formation: British Virgin Islands

Primary Address

None given

Registered Address

None given

Margone, L.L.C.

Status: Active
Formation: Louisiana

Primary Address

Union Oil Company
376 South Valencia Ave.
Brea, CA 92823

Registered Address

Earl F. Moran
c/o Mobil Oil Exploration & Producing South East Inc.
1250 Poydras Street
New Orleans, LA 70113-1892

PARTNERSHIP/LLC INTERESTS

Membership Units

CUSIP:	Date Authorized:	Wednesday, June 10, 1998
SYMBOL:	Authorized:	250,000
	Units Currently	250,000
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Union Oil Company of California	1	50	125,000	Wednesday, June 10, 1998
Mobil Oil Exploration & Producing Southeast Inc.	2	50	125,000	Wednesday, June 10, 1998

Matador Petroleum Corporation

Status: Active
Incorporation: Texas

Primary Address

Matador Petroleum Corporation
8340 Meadow Road
Suite 158, Pecan Creek
Dallas, TX 75231-3751

Registered Address

None given

STOCKS

Common

Price/Par Value:	.10	Date Authorized:	Tuesday, January 20, 1998
CUSIP:		Authorized:	10,000,000
SYMBOL:		Outstanding:	3,561,883
		Issued:	3,561,883
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1341	20.59	733,500	Wednesday, October 27, 1999
Union Oil Company of California	819	18.81	670,000	Tuesday, January 20, 1998
Matador, Lincoln Life Preferred Stock	Unknown 1	12.48	444,446	Friday, December 31, 1999
Matador, Travel Ins. Preferred Stock	Unknown 2	9.36	333,334	Friday, December 31, 1999
Matador, Employee's Options	Unknown 5	6.75	240,408	Friday, December 31, 1999
Union Oil Company of California	939	1.78	63,500	Tuesday, August 31, 1999
Matador, Directors Options	Unknown 3	.49	17,550	Friday, December 31, 1999
Matador, Employee's Options	Unknown 6	.45	15,992	Monday, July 31, 2000
Matador, Directors Options	Unknown 4	.36	12,750	Monday, July 31, 2000

Midwest 76, Inc.

Status: Active
Incorporation: Delaware

Primary Address

Midwest 76, Inc.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Midwest 76, Inc.
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, February 27, 1989
CUSIP:		Authorized:	100,000

SYMBOL:	Outstanding:	100,000
	Issued:	100,000
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	100,000	Friday, March 03, 1989

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Chicago Carbon Company, an Illinois general partnership	Illinois	74.179%	

Midwest Natural Gas Pipeline Co.

Status: Active
Incorporation: Delaware

Primary Address	Registered Address
Midwest Natural Gas Pipeline Co. c/o Union Oil Company 2141 Rosecrans Avenue Suite 4000 El Segundo, California 90245 U.S.A.	None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, May 24, 1996
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Friday, May 24, 1996

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Chicago Carbon Company, an Illinois general partnership	Illinois	11.5311%	

Midwest Pipeline Company, LLC

Status: Active
Formation: Delaware

Primary Address	Registered Address
None given	None given

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Chicap Pipe Line Company	Delaware	48.0714%	13,460

Inland Corporation	Ohio	15%	150
Southcap Pipe Line Company	Delaware	50%	208.08
Wolverine Pipe Line Company	Delaware	31.5%	

Minera Unocal Chile Limitada

Status: Active
Incorporation: Chile

Primary Address

Minera Unocal Chile Limitada
Estudio Juridico Otero
Ahumada 175 - 5 Piso
Santiago Chile

Registered Address

None given

Minerals Exploration & Silver Bell Industries

Status: Active
Incorporation: Wyoming

Primary Address

Minerals Explor & Silver Bell Industries
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

Minerals Exploration Company

Status: Active
Incorporation: California

Primary Address

Minerals Exploration Company
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

None given

STOCKS

Common

Price/Par Value:	5	Date Authorized:	Tuesday, April 05, 1955
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	55,000
		Issued:	55,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	18.18	10,000	Tuesday, April 05, 1955
Union Oil Company of California	3	18.18	10,000	Monday, February 20, 1956

Union Oil Company of California	4	18.18	10,000	Wednesday, August 08, 1956
Union Oil Company of California	5	18.18	10,000	Thursday, November 29, 1956
Union Oil Company of California	6	18.18	10,000	Tuesday, April 30, 1957
Union Oil Company of California	2	9.09	5,000	Friday, September 02, 1955

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Minera Unocal Chile Limitada	Chile	99%	
Minerals Exploration & Silver Bell Industries	Wyoming	50%	

Moattama Gas Transportation Company Limited

Status: Active
Incorporation: Bermuda

Primary Address

Moattama Gas Transportation Company Limited
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Moattama Gas Transportation Company Limited
Clarendon House
Church Street
Hamilton Bermuda

STOCKS**Common**

Price/Par Value:	.03	Date Authorized:	Friday, December 30, 1994
CUSIP:		Authorized:	1,000,000
SYMBOL:		Outstanding:	1,000,000
		Issued:	1,000,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Total Profils Petroliers	1	31.24	312,375	Friday, December 30, 1994
Unocal Global Ventures, Ltd.	6	28.26	282,625	Monday, August 17, 1998
PTTEP Offshore Investment Company Limited	4	25.5	255,000	Wednesday, November 01, 1995
Myanma Oil and Gas Enterprise	5	15	150,000	Friday, November 17, 1995

Molycorp International

Status: Active
Incorporation: California

Primary Address

Molycorp International
c/o Union Oil Company
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, July 30, 1979
CUSIP:		Authorized:	50
SYMBOL:		Outstanding:	50
		Issued:	50
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Molycorp, Inc.	1	100	50	Monday, July 30, 1979

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Molycorp S.A.R.L.	France	99.5%	199

Molycorp Nebraska, Inc.

Status: Active
Incorporation: Nebraska

Primary Address

Molycorp Nebraska, Inc.
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Molycorp Nebraska, Inc.
206 South 13th ST
Lincoln, NE 68508

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, February 02, 1984
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Molycorp, Inc.	1	100	20,000	Thursday, February 02, 1984

Molycorp S.A.R.L.

Status: Active
Incorporation: France

Primary Address

Unocal Chemicals Europe S.A.R.L.
30 Avenue George V
75008 Paris France

Registered Address

Unocal Chemicals Europe S.A.R.L.
15, Blvd. De La Tour Maubourg
75007 Paris France

STOCKS

Common

Price/Par Value:	100	Date Authorized:	Tuesday, September 21, 1982
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CUSIP:	Authorized:	200
SYMBOL:	Outstanding:	200
	Issued:	200
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Molycorp International	Unknown	99.5	199	Tuesday, September 21, 1982
Molycorp, Inc.	Unknown 2	.5	1	Tuesday, September 21, 1982

Molycorp, Inc.

Status:	Active
Incorporation:	Delaware

Primary Address

Molycorp, Inc.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Molycorp, Inc.
c/o Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, July 29, 1977
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	10
		Issued:	10
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	0 13890	100	10	Monday, October 28, 1985

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Campo Gerais Participacoes E Representacoes Ltda.	Brazil	27%	1
Campo Limpo Comercio e Participacao Ltda.	Brazil	99.9%	
Canair Molybdenum Corporation Limited	Ontario	100%	3
Companhia Brasileira De Metalurgia E Mineracao	Brazil	44.82%	42,844,023
Geocon, S. A.	Mexico	100%	1,000
Minerals Exploration Pacific, Ltd	Bermuda	100%	12,000
Molycorp International	California	100%	50
Molycorp Nebraska, Inc.	Nebraska	100%	20,000
Molycorp S.A.R.L.	France	.5%	1
Quebec Columbium, Ltd	Canada	44.1%	11,697
St. Joe International Resources Ltd.	Bahamas	100%	5,000
Sumikin Molycorp, Inc.	Japan	33.33%	1,848
Unionoil Australia Mining Pty Ltd	Australia	100%	1

Myanmar Fertilizer and Power Development Co. Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Myanmar Fertilizer and Power Development
 #04-06/08 Wheelock Place
 501 Orchard Road
 Singapore 238880

Registered Address

Myanmar Fertilizer and Power Development
 Clarendon House
 2 Church Street
 Hamilton HM11 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, January 13, 1997
CUSIP:		Authorized:	18,000,000
SYMBOL:		Outstanding:	12,426,082
		Issued:	12,426,082
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Mitsui & Co. Ltd.	21	30.19	1,663,068	Thursday, November 12, 1998
Unocal Asia-Pacific Ventures, Ltd.	19	30.16	1,661,068	Thursday, November 12, 1998
Total Myanmar Power and Fertilizers	20	30.16	1,661,068	Thursday, November 12, 1998
Unocal Asia-Pacific Ventures, Ltd.	16	16.94	932,918	Wednesday, May 20, 1998
Total Myanmar Power and Fertilizers	17	16.94	932,918	Wednesday, May 20, 1998
Unocal Asia-Pacific Ventures, Ltd.	13	13.25	729,942	Thursday, January 15, 1998
Total Myanmar Power and Fertilizers	14	13.25	729,942	Thursday, January 15, 1998
Mitsui & Co. Ltd.	15	13.25	729,942	Thursday, January 15, 1998
Unocal Asia-Pacific Ventures, Ltd.	7	9.86	543,310	Wednesday, October 01, 1997
Total Myanmar Power and Fertilizers	8	9.86	543,310	Thursday, October 02, 1997
Mitsui & Co. Ltd.	9	9.86	543,310	Thursday, October 02, 1997
Unocal Asia-Pacific Ventures, Ltd.	10	5.74	316,180	Thursday, October 02, 1997
Total Myanmar Power and Fertilizers	11	5.74	316,180	Thursday, October 02, 1997
Mitsui & Co. Ltd.	12	5.74	316,180	Thursday, October 02, 1997
Unocal Asia-Pacific Ventures, Ltd.	4	4.4	242,582	Wednesday, October 01, 1997
Total Myanmar Power and Fertilizers	5	4.4	242,582	Thursday, October 02, 1997
Mitsui & Co. Ltd.	6	4.4	242,582	Wednesday, October 01, 1997
Unocal Asia-Pacific Ventures, Ltd.	22	1.22	67,000	Thursday, April 15, 1999
Unocal Asia-Pacific Ventures, Ltd.	1	.07	4,000	Monday, January 13, 1997
Mitsui & Co. Ltd.	2	.07	4,000	Monday, January 13, 1997
Total Myanmar Power and Fertilizers	3	.07	4,000	Monday, January 13, 1997

NEC Acquisition Co.

Status: Active
 Corporation: California

Primary Address

NEC Acquisition Co.
 3576 Unocal Place
 Santa Rosa, California 95401 U.S.A.

Registered Address

NEC Acquisition Co.
 c/o Union Oil Company
 2141 Rosecrans Avenue
 Suite 4000
 El Segundo, California 90245

STOCKS

Common

Price/Par Value:
 CUSIP:
 SYMBOL:

Date Authorized:
 Authorized: 2,000
 Outstanding: 2,000
 Issued: 2,000
 # in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	unknown	80	1,600	Monday, September 14, 1998
Union Oil Company of California	4	20	400	Saturday, November 30, 1996

Needle Coker Company (The)

Status: Active
 Formation: Illinois

Primary Address

The Needle Coker Company
 1650 East Golf Road
 Schaumburg, Illinois 60196-1088 U.S.A.

Registered Address

Needle Coker Company, The
 c/o Lemont Carbon, Inc.
 2141 Rosecrans Avenue
 Suite 4100
 El Segundo, CA 90245

PARTNERSHIP/LLC INTERESTS

General Partnership Agreement-Units

CUSIP:
 SYMBOL:

Date Authorized: Friday, October 27, 1989
 Authorized: 100
 Units Currently Held: 100

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Lemont Carbon, Inc.	1	50	50	Friday, October 27, 1989
Chicago Carbon Company, an Illinois general partnership	2	25	25	Friday, October 27, 1989
PDV Midwest Refining, LLC	3	25	25	Friday, October 27, 1989

NETWORKOIL, INC.

Status: Active
Incorporation: Delaware

Primary Address

None given

Registered Address

None given

STOCKS

Common Stock

Price/Par Value:	.01	Date Authorized:	Friday, March 03, 2000
CUSIP:		Authorized:	75,000,000
SYMBOL:		Outstanding:	56,122,000
		Issued:	56,122,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Capital, Inc.	302	2.55	1,428,571	Friday, March 03, 2000

North Absheron Operating Company Limited

Status: Active
Incorporation: British Virgin Islands

Primary Address

North Absheron Operating Company Limited
c/o HWR Services Limited
P.O. Box 71, Road Town
Tortola, British Virgin Islands British Virgin Islands

Registered Address

None given

STOCKS

Common

Price/Par Value:	\$1	Date Authorized:	Thursday, February 06, 1997
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	10,000
		Issued:	10,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Amoco North Absheron Petroleum Limited	1	30	3,000	Thursday, February 06, 1997
Unocal Eastern Hemisphere Exploration, Ltd.	2	25.5	2,550	Thursday, February 06, 1997
SOCAR OIL AFFILIATE c/o State Oil Company of the Azerbaijan Republic	3	20	2,000	Thursday, February 06, 1997
Itochu Oil Exploration (Caspian) Inc.	4	20	2,000	Thursday, February 06, 1997
Delta Oil Company (Azerbaijan) Ltd.	5	4.5	450	Thursday, February 13, 1997

Northern Enterprises (Canada) Ltd.

Status: Active
Amalgamation: Alberta

Primary Address

None given

Registered Address

None given

Northrock Energy Ltd.

Status: Active
Incorporation: Alberta

Primary Address

None given

Registered Address

None given

Northrock Resources

Status: Active

Primary Address

None given

Registered Address

None given

Northrock Resources Inc.

Status: Active
Incorporation: Washington

Primary Address

None given

Registered Address

None given

Northrock Resources Ltd.

Status: Active
Amalgamation: Alberta

Primary Address

Northrock Resources Ltd
700 - 2nd Street S.W.
Calgary, Alberta T2P 2W2 Canada

Registered Address

None given

STOCKS

Common

Price/Par Value: 1.00
CUSIP: 666798
SYMBOL: NRK

Date Authorized: Thursday, May 13, 1999
Authorized: 500,000,000
Outstanding: 40,930,717
Issued: 40,930,717
in Treasury:

DIRECT SUBSIDIARIES

	Incorp/formed in	%Ownership	Shares
Northrock Resources		73.15%	

Occidental Exploration of Bangladesh, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Occidental Exploration of Bangladesh, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Occidental Exploration of Bangladesh, Ltd.
Cedar House
41 Cedar Avenue
Hamilton Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, July 23, 1999
CUSIP:		Authorized:	22,800
SYMBOL:		Outstanding:	22,800
		Issued:	22,800
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	52.63	12,000	Friday, July 23, 1999
Unocal International Corporation	Book 2	47.37	10,800	Thursday, January 20, 2000

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, January 20, 2000
CUSIP:		Authorized:	1,200
SYMBOL:		Outstanding:	1,200
		Issued:	1,200
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book 1	100	1,200	Thursday, January 20, 2000

Occidental of Bangladesh, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Occidental of Bangladesh, Ltd.
2141 Rosecrans Avenue
El Segundo, CA 90245 US

Registered Address

Occidental of Bangladesh, Ltd.
Cedar House
41 Cedar Avenue
Hamilton Bermuda

STOCKS**Common**

Price/Par Value:	1.00	Date Authorized:	Friday, July 23, 1999
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CUSIP:	Authorized:	12,000
SYMBOL:	Outstanding:	12,000
	Issued:	12,000
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	Book 2	100	12,000	Friday, March 31, 2000

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Bangladesh, Ltd.	Bermuda	100%	20,000

ODS, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

ODS, Ltd.
5th Floor, Tower III, SCB Park Plaza
19 Ratchadaphisek Road
Chatuchak
Bangkok, 10900 Thailand

Registered Address

ODS, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, December 09, 1999
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Congo (DRC), Ltd.	Book	100	12,000	Thursday, December 09, 1999

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Societe Du Littoral Conglais	Congo, Democratic Republic of	79.5%	7,995

Oil Spill Response Limited

Status:	Active
Incorporation:	England

Primary Address

Oil Spill Response Limited
1 Great Cumberland Place
London W1H 7AL, United Kingdom

Registered Address

None given

STOCKS

Common Share

Price/Par Value:	1.00	Date Authorized:	Wednesday, February 11, 1998
CUSIP:		Authorized:	100
MBOL:		Outstanding:	100
		Issued:	100
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	80	100	100	Wednesday, February 11, 1998

Orca Energy, Inc.

Status:	Active
Incorporation:	Washington

Primary Address

None given

Registered Address

None given

Paharpur Fertilizers and Chemicals Ltd.

Status:	Active
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Primary Address

None given

Registered Address

None given

STOCKS

Common Shares

Price/Par Value:		Date Authorized:	
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Paharpur Group	1	450	4,500	Friday, April 11, 1997

Paragon Petroleum Corporation

Status:	Active
Incorporation:	Alberta

Primary Address

None given

Registered Address

None given

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Northrock Resources		20.52%	

Peru Oriente Petroleum, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Peru Oriente Petroleum, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Peru Oriente Petroleum, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, January 17, 1996
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	23	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	24	.02	4	Wednesday, January 17, 1996

Philippine Geothermal, Inc.

Status: Active
Incorporation: California

Primary Address

Philippine Geothermal, Inc.
12th Floor, Citibank Tower
Citibank Plaza
8741 Paseo de Roxas
Makati City, Philippines 1226 Philippines

Registered Address

Philippine Geothermal, Inc.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

STOCKS

Common

Price/Par Value:	1000	Date Authorized:	
CUSIP:		Authorized:	500
SYMBOL:		Outstanding:	10
		Issued:	10
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	2	100	10	Tuesday, December 22, 1987

Potiguar I, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Registered Address

Potiguar I, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Potiguar I, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common Stock

Price/Par Value:	1	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures II, Ltd.	5	50	1	Thursday, June 01, 2000
EPED B Company	6	50	1	Thursday, June 01, 2000

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Potiguar II, S.a.r.l.	Luxembourg	100%	500

Potiguar II, S.a.r.l.

Status: Active
Formation: Luxembourg

Primary Address

Potiguar II, S.a.r.l.
2141 Rosecrans Avenue
El Segundo, CA 90245

Registered Address

Potiguar II, S.a.r.l.
12 Rue Thymes
L-2636 Luxembourg

PARTNERSHIP/LLC INTERESTS

Units

CUSIP:	Date Authorized:	Friday, June 09, 2000
SYMBOL:	Authorized:	500
	Units Currently Held:	500

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Potiguar I, Ltd.	1	100	500	Friday, June 09, 2000

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Potiguar III, S.a.r.l.	Luxembourg	100%	500
UnoPaso, Ltda.		1%	1

Potiguar III, S.a.r.l.

Status: Active
Formation: Luxembourg

Primary Address

Potigua III, S.a.r.l.
1141 Rosecrans Avenue
El Segundo, CA 90245

Registered Address

Potiguar III, S.a.r.l.
12 rue Leon Thyès
L-2636
Luxembourg

PARTNERSHIP/LLC INTERESTS**Shares**

CUSIP:	Date Authorized:	Wednesday, June 14, 2000
SYMBOL:	Authorized:	500
	Units Currently	500
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Potiguar II, S.a.r.l.	1	100	500	Wednesday, June 14, 2000

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
UnoPaso, Ltda.		98%	998

Potiguar Ltd.

Status: Active
Incorporation: Cayman Islands

Primary Address

Potiguar Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Potiguar Ltd.
Ugland House
P.O. Box 309
Grand Cayman Cayman Islands

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Wednesday, December 15, 1999
CUSIP:		Authorized:	50,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Americas II, Ltd.	1	100	1,000	Tuesday, December 21, 1999

Prince William Sound Oil Spill Response Corporation

Status: Active
Incorporation: Alaska

Primary Address

Prince William Sound Oil
Spill Response Corporation
1835 South Bragaw Street, MS 502

Registered Address

None given

Anchorage, Alaska 99512 U.S.A.

STOCKS

COMMON

Price/Par Value:	Date Authorized:	
CUSIP:	Authorized:	1,000,000
SYMBOL:	Outstanding:	1,000,000
	Issued:	1,000,000
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Pipeline Company	7		20.35	Wednesday, May 29, 1991

Progress Energy Ltd.

Status: Active

Primary Address

None given

Registered Address

None given

Psea International Corporation

Status: Active
Incorporation: California

Primary Address

Psea International Corporation
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, September 18, 1986
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Thursday, September 18, 1986

PT Jasa Daya Unocal

Status: Active

Primary Address

None given

Registered Address

None given

STOCKS

Common

Price/Par Value:

USIP:

SYMBOL:

Date Authorized:

Authorized:

Outstanding:

Issued:

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Indonesia Holdings I, Ltd.	2		99,000	
Unocal Global Ventures, Ltd.	1		1,000	

Pure Fuel Oil Company, The

Status: Active

Incorporation: Delaware

Primary Address

None given

Registered Address

The Pure Fuel Oil Company
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, DE 19801

STOCKS

Common

Price/Par Value:

1

CUSIP:

SYMBOL:

Date Authorized: Friday, July 16, 1965

Authorized: 1,000

Outstanding: 1,000

Issued: 1,000

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	2	100	1,000	Friday, July 16, 1965

Pure Oil Corporation, The

Status: Active

Incorporation: Nevada

Primary Address

The Pure Oil Corporation
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

The Pure Oil Corporation
c/o Corp. Trust Co. of Nevada
One East First Street
Reno, Nevada 89505 U.S.A.

STOCKS

Common

Price/Par Value:

10

CUSIP:

SYMBOL:

Date Authorized: Monday, July 12, 1965

Authorized: 100

Outstanding: 100

Issued: 100

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	100	Monday, July 12, 1965

Pure Resources, Inc.

Status: Active
Incorporation: Delaware

Primary Address

Pure Resources, Inc.
500 West Texas, Suite 200
Midland, TX 79701

Registered Address

Pure Resources, Inc.
c/o The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

STOCKS

Common Stock

Price/Par Value:	.01	Date Authorized:	Monday, December 13, 1999
CUSIP:		Authorized:	210,000,000
SYMBOL:		Outstanding:	50,026,672
		Issued:	50,026,672
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	2	65.38	32,708,067	Thursday, May 25, 2000
Union Oil Company of California	3		1,000	Wednesday, March 08, 2000

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Titan Exploration, Inc.	Delaware	100%	

Pure Transportation Corporation

Status: Active
Incorporation: Nevada

Primary Address

Pure Transportation Corporation
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Pure Transportation Corporation
c/o Corp. Trust Co. - Nevada
One East First Street
Reno, Nevada 89501 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, May 06, 1986
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Thursday, October 30, 1986

PureGro Company

Status: Active
Incorporation: California

Primary Address

PureGro Company
c/o Unocal Real Estate Division
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

None given

STOCKS

Common

Price/Par Value:	100	Date Authorized:	
CUSIP:		Authorized:	15,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	Unknown	100	12,000	

Puritan Assurance Limited

Status: Active
Incorporation: Bermuda

Primary Address

Puritan Assurance Limited
Victoria Hall
Victoria Street
Hamilton, HM12 Bermuda

Registered Address

Puritan Assurance Limited
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, August 30, 1991
CUSIP:		Authorized:	120,000
SYMBOL:		Outstanding:	120,000
		Issued:	120,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	16	99.99	120,000	

PUT, LLC

Status: Active
Formation: Delaware

Primary Address

None given

Quebec Columbium, Ltd**Registered Address**

None given

Status: Active
Incorporation: Canada

Primary Address

None given

Registered Address

Quebec Columbium Limited
770 Sherbrooke Street West
Suite 1800
Montreal, Quebec H3A 1G1 Canada

STOCKS**Common**

Price/Par Value:	0	Date Authorized:	
CUSIP:		Authorized:	30,000
SYMBOL:		Outstanding:	30,000
		Issued:	30,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
QIT Fer et Titane Inc.	Unknown	45.89	13,766	Friday, October 30, 1998
Molycorp, Inc.	C056	38.99	11,697	Wednesday, February 26, 1975
Montrose Securities, Ltd.	UNKNOWN2	10	2,999	Friday, October 30, 1998
CUDD & CO. (reg'd MOLYCORP, INC.)	UNKNOWN3	5.1	1,530	Friday, October 30, 1998
COOK, JAMES L.	UNKNOWN5		1	Friday, October 30, 1998
CYNOR, CRAIG J.	UNKNOWN4		1	Friday, October 30, 1998
GOURD, JEAN J.	UNKNOWN6		1	Friday, October 30, 1998
GRIERSON, B. J.	UNKNOWN7		1	Friday, October 30, 1998
JUTRAS, M. L.	UNKNOWN9		1	Thursday, October 28, 1999
O'BRIEN, GARY A.	UNKNOWN10		1	Friday, October 30, 1998
SMITH, MARK A.	unknown		1	Thursday, June 01, 2000
LING, TIMOTHY H.	unknown			Thursday, June 01, 2000

Preferred

Price/Par Value:	100	Date Authorized:	
CUSIP:		Authorized:	15,000
SYMBOL:		Outstanding:	10,500
		Issued:	10,500

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
QIT Fer et Titane Inc.	UNKNOWN	48.57	5,100	Friday, June 26, 1987
Molycorp, Inc.	P028	46.67	4,900	Wednesday, February 26, 1975
Montrose Securities, Ltd.	unknown2	4.76	500	Wednesday, November 01, 2000

Santa Margarita Tankers, Inc.

Status: Active
Incorporation: California

Primary Address

Santa Margarita Tankers, Inc.
c/o Union Oil Company of California
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Registered Address

None given

Sao Jose Industria Comercio e Participacoes Ltda.

Status: Active
Incorporation: Brazil

Primary Address

Sao Jose Industria Comercio
R. Russell, 270 - 2o. andar
Rio de Janeiro, Rio de Janeiro Brazil

Registered Address

Sao Jose Industria Comercio
Presidente Juscelino Kubitschek
1703, 4o andar
Sao Paulo, Sao Paulo Brazil

Seacrest Drilling Company

Status: Active
Incorporation: California

Primary Address

None given

Registered Address

Seacrest Drilling Company
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

STOCKS

Common

Price/Par Value:
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 1,000
Outstanding: 1,000
Issued: 1,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
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Union Oil Company of California	1	100	1,000	Wednesday, February 25, 1981
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SEP Management Corp.

Status: Active
Incorporation: Delaware

Primary Address

SEP Management Corp.
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

SEP Management Corp.
c/o The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

STOCKS**Common**

Price/Par Value:	No Par Value	Date Authorized:	Friday, July 16, 1999
CUSIP:		Authorized:	10,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Friday, July 16, 1999

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Spirit Energy Partners, L.P.	Delaware	50%	

Societe Du Littoral Conglais

Status: Active
Incorporation: Congo, Democratic Republic of

Primary Address**Registered Address**

Societe Du Littoral Conglais
P O Box 12940
316 Avenue Lieutenant Lukusa
Kinshasa Congo

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	10,000
SYMBOL:		Outstanding:	10,000
		Issued:	10,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
ODS, Ltd.	.	79.95	7,995	Wednesday, March 01, 2000
Government of Democratic Republic of	20	2,000	Wednesday, January 02, 1991

Congo				
BRIFFETT, JOHN A.	..	.01	1	
CECIL, JOE D.	...	.01	1	
WILBOURN, DOUG E.	.....	.01	1	
NORBY, PHIL	....	.01	1	Thursday, March 30, 2000
FAWTHROP, ANDREW L.	.....	.01	1	Thursday, March 30, 2000

South Mesa Water Company

Status: Active
Incorporation: California

Primary Address

None given

Registered Address

None given

STOCKS

Common

Price/Par Value: 100.00
CUSIP:
SYMBOL:

Date Authorized: Thursday, February 03, 1966
Authorized: 241,700
Outstanding:
Issued:
in Treasury:

Current Owner(s) Certificate No.
Union Oil Company of A8807
California

%Ownership No. of Shares
.5

Date Issued or Transferred
Thursday, February 03, 1966

Southcap Pipe Line Company

Status: Active
Incorporation: Delaware

Primary Address

Southcap Pipe Line Company
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Southcap Pipe Line Company
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801

STOCKS

COMMON

Price/Par Value

Date Authorized:
Authorized: 1,500

CLASS A

Price/Par Value: 5000
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 1,000
Outstanding: 418.17
Issued: 418.17
in Treasury:

Current Owner(s) Certificate No.
Midwest Pipeline Company 4

%Ownership No. of Shares
50 209.08

Date Issued or Transferred
Saturday, December 31, 1988

Marathon Ashland Pipe Line LLC	7	29.97	125.31	Wednesday, September 30, 1998
Equilon Pipe Line Company LLC	6	20.03	83.77	Wednesday, September 30, 1998

CLASS B

Price/Par Value:	5000	Date Authorized:	
CUSIP:		Authorized:	500
SYMBOL:		Outstanding:	161.83
		Issued:	161.83
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Midwest Pipeline Company	2	100	161.83	Saturday, December 31, 1988

Spirit Energy 76 Development, L.P.

Status: Active
Formation: Delaware

Primary Address

Spirit Energy Development, L.P.
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Spirit Energy 76 Development, L.P.
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

PARTNERSHIP/LLC INTERESTS**Limited Partner Interest**

CUSIP:	Date Authorized:	Tuesday, February 23, 1999
SYMBOL:	Authorized:	1
	Units Currently	1
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
CONCORD INVESTORS, LLC	001	100	1	Sunday, April 25, 1999

PARTNER'S CAPITAL CONTRIBUTIONS

CUSIP:	Date Authorized:	Tuesday, February 23, 1999
SYMBOL:	Authorized:	100
	Units Currently	100
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Spirit Energy Management, L.L.C.	***	9900	99	Tuesday, February 23, 1999
Union Oil Company of California	2			Monday, February 08, 1999

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Spirit Energy 76 Investment, L.L.C.	Delaware	100%	100

Spirit Energy 76 Inc.

Status: Active Tuesday, January 07, 1997
Incorporation: Delaware

Primary Address

Spirit Energy 76, Inc.
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Spirit Energy 76 Inc.
c/o CT Corporation System
1209 Orange Street
Wilmington, DE 19801

STOCKS

Common

Price/Par Value: .01
CUSIP:
SYMBOL:

Date Authorized: Tuesday, January 07, 1997
Authorized: 1,000
Outstanding:
Issued:
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1		1,000	Tuesday, January 21, 1997

Spirit Energy 76 Investment, L.L.C.

Status: Active
Formation: Delaware

Primary Address

Spirit Energy 76 Investment, L.L.C.
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Spirit Energy 76 Investment, L.L.C.
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

PARTNERSHIP/LLC INTERESTS

Membership Units

CUSIP:	Date Authorized:	Tuesday, February 23, 1999
SYMBOL:	Authorized:	100
	Units Currently	100
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Spirit Energy 76 Development, L.P.	1	100	100	Tuesday, February 23, 1999

Spirit Energy Management, L.L.C.

Status: Active
Formation: Delaware

Primary Address

Spirit Energy Management, L.L.C.
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Spirit Energy Management, L.L.C.
c/o The Corporation Trust Company
Corporation Trust Center
1201 Orange Street
Wilmington, DE 19801

PARTNERSHIP/LLC INTERESTS

Membership Units

CUSIP:	Date Authorized:	Tuesday, February 23, 1999
SYMBOL:	Authorized:	100
	Units Currently	100
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Union Oil Company of California	1	100	100	Tuesday, February 23, 1999

DIRECT SUBSIDIARIES

	Incorp/formed in	%Ownership	Shares
Spirit Energy 76 Development, L.P.	Delaware	55%	99

Spirit Energy Partners, L.P.

Status: Active
Formation: Delaware

Primary Address

Spirit Energy Partners, L.P., a Delaware limited partnership
c/o SEP Management Corp., a Delaware corporation
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

None given

PARTNERSHIP/LLC INTERESTS

Partnership Units

CUSIP:	Date Authorized:	Wednesday, August 04, 1999
SYMBOL:	Authorized:	1,000
	Units Currently	1,000
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
SEP Management Corp.	Unknown 1	50	500	Wednesday, August 04, 1999
Northwestern Mutual Life Insurance Company	Unknown 2	50	500	Wednesday, August 04, 1999

St. Joe International Resources Ltd.

Status: Active
Incorporation: Bahamas

Primary Address

St. Joe International Resources Ltd.
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

St. Joe International Resources Ltd.
P O Box N-7788
West Bay Street
New Providence, Nassau Bahamas

STOCKS

Common

Price/Par Value: 1
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 5,000
Outstanding: 5,000
Issued: 5,000
in Treasury:

Current Owner(s)
Molycorp, Inc.

Certificate No.
6

%Ownership
100

No. of Shares
5,000

Date Issued
or Transferred
Wednesday, October
25, 1989

Stanpac Development Company LLC

Status: Active
Formation: Delaware

Primary Address

Stanpac Development Company LLC
c/o Standard Pacific of Fullerton, Inc.
15326 Alton Parkway
Irvine, California 92618

Registered Address

None given

PARTNERSHIP/LLC INTERESTS

Membership Units

CUSIP: Date Authorized: Friday, April 26, 1996
SYMBOL: Authorized: 1,000
Units Currently 1,000
Held:

Current Owner(s)
Unocal Land &
Development Company
Standard Pacific of
Fullerton, Inc.

Certificate No.
1
2

%Ownership
50

50

No. of Units
500

500

Date Issued
or Transferred
Friday, April
26, 1996
Friday, April
26, 1996

DIRECT SUBSIDIARIES

Calpac Remediation Company, LLC

Incorp/Formed in
Delaware

%Ownership
33.3333%

Shares

Sumikin Molycorp, Inc.

Status: Active
Incorporation: Japan

Primary Address

Sumikin Molycorp, Inc.
1-1-3 Otemachi
Chiyoda-ku, Tokyo 100 Japan

Registered Address

None given

STOCKS

Common

Price/Par Value:	Date Authorized:	Friday, June 29, 1990
CUSIP:	Authorized:	15,000
SYMBOL:	Outstanding:	5,600
	Issued:	5,600
	# in Treasury:	

Current Owner(s)
Molycorp, Inc.

Certificate No.
Unknown

%Ownership
33

No. of Shares
1,848

**Date Issued
or Transferred**

Tier One Energy Corp.

Status: Active
Incorporation: Alberta

Primary Address

None given

Registered Address

None given

Tom Brown, Inc.

Status: Active
Incorporation: Delaware

Primary Address

Tom Brown, Inc.
508 West Wall
Suite 500
Midland, TX 79702

Registered Address

None given

STOCKS

Common

Price/Par Value:	.10	Date Authorized:	Friday, June 18, 1999
CUSIP:		Authorized:	55,000,000
SYMBOL:	TMBR	Outstanding:	35,555,617
		Issued:	35,555,617
		# in Treasury:	

Current Owner(s)
Chicago Carbon
Company

Certificate No.
NY 32302

%Ownership
16.31

No. of Shares
5,800,000

**Date Issued
or Transferred**
Thursday, September
30, 1999

Trade-Ranger, Inc.

Status: Active
Incorporation: Delaware

Primary Address

Trade-Ranger, Inc.
5847 San Felipe, 17th Floor
Houston, Texas 77057

Registered Address

None given

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, August 07, 2000
CUSIP:		Authorized:	100
SYMBOL:		Outstanding:	100
		Issued:	100
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	7.14	7.14	Monday, August 07, 2000
Total Fina Elf	2	7.14	7.14	Monday, August 07, 2000
Shell Oil Company	3	7.14	7.14	Monday, August 07, 2000
Equilon Enterprises	4	7.14	7.14	Monday, August 07, 2000
Phillips Petroleum	5	7.14	7.14	Monday, August 07, 2000
Dow Chemical Company, The	6	7.14	7.14	Monday, August 07, 2000
BP Amoco	7	7.14	7.14	Monday, August 07, 2000
Conoco	8	7.14	7.14	Monday, August 07, 2000
Mitsubishi Corporation	9	7.14	7.14	Monday, August 07, 2000
Repsol YPF	10	7.14	7.14	Monday, August 07, 2000
Tosco Corporation	11	7.14	7.14	Monday, August 07, 2000
Royal Dutch/Shell	12	7.14	7.14	Monday, August 07, 2000
Statoil	13	7.14	7.14	Monday, August 07, 2000
Occidental Petroleum	14	7.14	7.14	Monday, August 07, 2000

TUT, LLC

Status: Active
Formation: Delaware

Primary Address

None given

Registered Address

None given

Union Geothermal Guatemala, Limited

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Union Geothermal Guatemala, Limited
141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Union Geothermal Guatemala, Limited
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	\$1.00 US	Date Authorized:	
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	29		11,996	Thursday, October 21, 1993
Unocal International Corporation	30		4	Friday, November 10, 1995

Union Oil Company of California

Status: Active
Incorporation: California

Primary Address

Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

STOCKS

Common

Price/Par Value:	2.083	Date Authorized:	
CUSIP:		Authorized:	260,000,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Corporation	1	100	1,000	Tuesday, April 26, 1983

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
American Mineral Spirits Company	Delaware	100%	100
Avila Properties, LLC	California	75%	
Campo Limpo Comercio e Participacao Ltda.	Brazil	.01%	
Casmite Corporation, The	Nevada	100%	10
Cert Environmental Corp.	Delaware	100%	1,000
Collier Carbon and Chemical Corporation*	California	100%	100
Colonial Pipeline Company	Delaware	20.75%	7,470
Cook Inlet Pipe Line Company	Delaware	30%	12,000
Custodians Undertaking Remedial Efforts, Inc. (New Cure, Inc.)	Delaware	23%	2,320
ECO-SCRAP, Inc.	California	100%	10,000

Zhangjiagang Oriental Unocal Energy Company Limited

Jupiter Energy Corporation	Illinois	100%	1,000
Lemont Carbon, Inc.	Delaware	100%	1,000
Margone, L.L.C.	Louisiana	50%	125,000
Matador Petroleum Corporation	Texas	41.19%	1,467,000
Midwest 76, Inc.	Delaware	100%	100,000
Midwest Natural Gas Pipeline Co.	Delaware	100%	1,000
Midwest Pipeline Company, LLC	Delaware	100%	1,000
Minera Unocal Chile Limitada	Chile	1%	
Minerals Exploration Company	California	100%	55,000
Molycorp, Inc.	Delaware	100%	10
NEC Acquisition Co.	California	20%	400
Psea International Corporation	California	100%	1,000
Pure Fuel Oil Company, The	Delaware	100%	1,000
Pure Oil Corporation, The	Nevada	100%	100
Pure Resources, Inc.	Delaware	65.38%	32,709,067
Pure Transportation Corporation	Nevada	100%	1,000
PureGro Company	California	100%	12,000
Puritan Assurance Limited	Bermuda	99.9%	119,994
Santa Margarita Tankers, Inc.	California		
Seacrest Drilling Company	California	100%	1,000
SEP Management Corp.	Delaware	100%	1,000
Spirit Energy 76 Inc.	Delaware	100%	1,000
Spirit Energy Management, L.L.C.	Delaware	100%	100
Sunny Slope Water Company			1
Trade-Ranger, Inc.	Delaware	7.14%	
ULB, Ltd.	Bermuda	95%	11,400
Union Oil Company of Iran		100%	
Union Oil Credit Corporation	California	100%	1,500,000
Union Oil Development Corporation	California	100%	20,000
Unocal Capital, Inc.	Delaware	100%	1,000
Unocal Colombia, Limited	Bermuda	100%	12,000
Unocal Corporation (Wyoming)	Wyoming	100%	1,000
Unocal Energy Trading Inc.	Delaware	100%	1,000
Unocal Engineering & Construction International, Inc.	Delaware	100%	1,000
Unocal Enterprise, L.L.C.	Delaware	100%	100
Unocal Export Sales Inc.	Guam	100%	5,000
Unocal Foreign Investments Inc.	Delaware	100%	1,000
Unocal Foundation	California	100%	
Unocal Geotermica Nicaragua, S.A.	Nicaragua	98%	49,998
Unocal Geothermal of Indonesia, Ltd.	Bermuda	100%	12,000
Unocal International Corporation	Nevada	100%	5,500
Unocal International Energy Ventures, Ltd.	Bermuda	100%	12,000
Unocal International Ventures, Ltd.	Bermuda	100%	12,000
Unocal Land & Development Company	California	100%	100
Unocal Latin America Ventures, Ltd.	Bermuda	100%	12,000
Unocal Limited	California	100%	50
Unocal Natural Gas Pipeline Co.	Delaware	100%	1,000
Unocal Pipeline Company	California	100%	250
Unocal Suez, Ltd.	Bermuda	100%	12,000
Unocal Supply Company	Delaware	100%	1,000
Unocal Telecommunications, Inc.	California	100%	10
Unocal Texas Gas Pipeline Company	Delaware	100%	1,000
Unocal Texas Gas Services I, Inc.	Delaware	100%	1,000
Unocal Texas Gas Services II, Inc.	Delaware	100%	1,000
USSG, Ltd.	Bermuda	95%	11,400
Van Salt Water Disposal Company	Texas	83.76%	2,094.05
West Coast Shipping Company	California	100%	1
West Texas Gulf Pipe Line Company	California	1.7512%	718
Yellowstone Pipe Line Company	Delaware	14%	5,740

Union Oil Credit Corporation

Status: Active
Incorporation: California

Primary Address

Union Oil Credit Corporation
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

None given

STOCKS

Common

Price/Par Value:	10	Date Authorized:	
CUSIP:		Authorized:	2,000,000
SYMBOL:		Outstanding:	1,500,000
		Issued:	1,500,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,500,000	Tuesday, December 02, 1969

Union Oil Development Corporation

Status: Active
Incorporation: California

Primary Address

c/o A.A.&H. Services Limited
Level 17, The Chifley Square
2 Chifley Square
Sidney, NSW 2000 Australia

Registered Address

Union Oil Development Corporation
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

STOCKS

Common

Price/Par Value:	10	Date Authorized:	
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	2	99.5	19,900	Tuesday, March 22, 1960
Union Oil Company of California	1	.5	100	Monday, July 31, 1950

Unionoil Australia Mining Pty Ltd

Status: Active

Incorporation: Australia

Primary Address

Unionoil Australia Mining Pty
c/o Union Oil Company
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Registered Address

Unionoil Australia Mining Pty
Level 46 MLC Center
19-29 Martin Place
Sydney NSW, Australia 2001

Unionoil Exploracao De Petroleo Ltda.

Status: Pending Dissolution
Incorporation: Brazil

Primary Address

Unionoil Exploracao De Petroleo
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Registered Address

Unionoil Exploracao De Petroleo
17th Floor
Praia Do Flamengo 200
Rio De Janeiro, Brazil

Unionoil Offshore Exploration, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unionoil Offshore Exploration
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unionoil Offshore Exploration
Cedar House
41 Cedar Avenue
Hamilton HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, November 10, 1995
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	23	99.97	11,996	Thursday, October 21, 1993
Unocal International Corporation	24	.03	4	Friday, November 10, 1995

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unionoil Exploracao De Petroleo Ltda.	Brazil	100%	

Unocal Aliaga, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Aliaga, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Aliaga, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, October 13, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)
Unocal International
Corporation

Certificate No.
Book

%Ownership
100

No. of Shares
11,400

**Date Issued
or Transferred**
Tuesday, January 07,
1997

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, October 13, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)
Unocal Foreign
Investments Inc.

Certificate No.
Book

%Ownership
100

No. of Shares
600

**Date Issued
or Transferred**
Tuesday, January 07,
1997

Unocal Ambalat, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Ambalat, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Ambalat, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, September 07, 1999
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)
Unocal International
Corporation

Certificate No.
Book 1

%Ownership
100

No. of Shares
11,400

**Date Issued
or Transferred**
Thursday, October 14,
1999

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, October 14, 1999
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Thursday, October 14, 1999

Unocal Americas II, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Americas II, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Americas II, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, November 20, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	100	11,400	Thursday, November 20, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Friday, July 31, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Friday, July 31, 1998

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Potiguar Ltd.	Cayman Islands	100%	1,000
Unocal do Brasil Ltda.	Brazil	90%	270,000

Unocal Americas III, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Americas III, Ltd.
141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Americas III, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	100	11,400	Tuesday, June 30, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Tuesday, June 30, 1998

Unocal Americas IV, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Americas IV, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Americas IV, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common Stock

Price/Par Value:	1	Date Authorized:	Monday, June 08, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Monday, June 08, 1998

Preferred Stock

Price/Par Value:	1	Date Authorized:	Monday, June 08, 1998
CUSIP:		Authorized:	600

SYMBOL:	Outstanding:	600
	Issued:	600
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Monday, June 08, 1998

Unocal Andaman, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal Andaman, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Andaman, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, March 19, 1997
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	95	11,400	Wednesday, March 19, 1997
Unocal International Corporation	Book 2	5	600	Friday, December 29, 2000

Unocal Anton Marin, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal Anton Marin, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Anton Marin, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, October 21, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International	11	99.98	19,996	Thursday, October 21,

Corporation				1993
Unocal International Corporation	12	.02	4	Friday, November 10, 1995

Preferred

Price/Par Value	1	Date Authorized:	Thursday, March 16, 1995
		Authorized:	20,000

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.		61.9	650	Tuesday, January 26, 1999
Unocal Foreign Investments Inc.	1	38.1	400	Friday, January 15, 1993

Unocal Argentina, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal Argentina, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Argentina, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	\$1	Date Authorized:	Monday, December 09, 1991
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	13	99.95	19,991	Thursday, March 23, 1989
Unocal International Corporation	14	.02	4	Friday, November 10, 1995
Unocal International Corporation	Book 14	.01	3	Thursday, October 21, 1993
Unocal International Corporation	Book 5	.01	1	Friday, November 24, 1989
Unocal International Corporation	Book 13	.01	1	Tuesday, July 27, 1993

Preferred

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

Unocal Asia-Pacific Ventures, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal Asia-Pacific Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Asia-Pacific Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, June 12, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	Book 9	100	12,000	Tuesday, August 11, 1998

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Independent Power Thailand	Thailand	24%	
Myanmar Fertilizer and Power Development Co. Ltd.	Bermuda	33.33%	1,836,014

Unocal Astrid Marin Gabon, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Astrid Marin Gabon, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Astrid Marin Gabon, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Tuesday, February 10, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Date Issued

Current Owner(s) Unocal Foreign Investments Inc.	Certificate No. Book	%Ownership 100	No. of Shares 600	or Transferred Tuesday, February 10, 1998
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Unocal Azeri, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Azeri, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Azeri, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Wednesday, February 15, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)
Unocal International
Corporation

Certificate No.
Unknown

%Ownership
100

No. of Shares
20,000

**Date Issued
or Transferred**
Wednesday, February
15, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, February 15, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	750
		Issued:	750
		# in Treasury:	

Current Owner(s)
Unocal Foreign
Investments Inc.

Certificate No.
6

%Ownership
100

No. of Shares
750

**Date Issued
or Transferred**
Wednesday, February
15, 1995

Unocal Bang Pakong, Ltd.

Status: Active Friday, May 23, 1997
Incorporation: Bermuda

Primary Address

Unocal Bang Pakong, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

Registered Address

Unocal Bang Pakong, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, May 23, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Friday, May 23, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Friday, May 23, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Friday, May 23, 1997

Unocal Bangladesh Block Five, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Bangladesh Block Five, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Bangladesh Block Five, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Wednesday, November 18, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Wednesday, November 18, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, November 18, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Wednesday, November 18, 1998

Unocal Bangladesh Block Seven, Ltd.

Status: Active Tuesday, February 10, 1998
Incorporation: Bermuda

Primary Address

Unocal E & S Asia II, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal E & S Asia II, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Tuesday, February 10, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Tuesday, February 10, 1998

Unocal Bangladesh Block Ten, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Bangladesh Block Ten, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Bangladesh Block Ten, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, November 24, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 2	100	11,400	Tuesday, November 24, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, November 24, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Tuesday, November 24, 1998

Unocal Bangladesh Exploration, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Bangladesh Exploration, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Bangladesh Exploration, Ltd.
Cedar House
41 Cedar Avenue
Hamilton HM12, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, October 06, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	12,000	Friday, October 06, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Friday, October 06, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	700
		Issued:	700
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	700	Wednesday, September 24, 1997

Unocal Bangladesh, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Bangladesh, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Bangladesh, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, April 08, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Occidental of Bangladesh, Ltd.	Book	100	20,000	Friday, March 31, 2000

Unocal Bharat Limited

Status: Active Friday, July 19, 1996
Incorporation: Mauritius

Primary Address

Unocal Bharat Limited
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Bharat Limited
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS**Common**

Price/Par Value:	100	Date Authorized:	Friday, January 14, 2000
CUSIP:		Authorized:	600,000
SYMBOL:		Outstanding:	500,000
		Issued:	500,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	2	80	400,000	Tuesday, December 21, 1999
Unocal International Corporation	1	20	99,998	Wednesday, June 17, 1998
Unocal International Corporation			2	Friday, September 13, 1996

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Hindustan Oil Exploration Company Limited (HOEC)	Indian	26%	15,300,000
Paharpur Fertilizers and Chemicals Ltd.		45%	
Unocal Bharat Services (Private) Ltd.	Indian	99.999%	7,296,639
Unocal Maurya II, Ltd.	Mauritius	100%	2
Unocal Maurya III, Ltd.	Mauritius	100%	2
Unocal Maurya IV, Ltd.	Mauritius	100%	2
Unocal Maurya V, Ltd.	Mauritius	100%	2
Unocal Maurya VI, Ltd.	Mauritius	100%	2
Unocal Maurya VII, Ltd.	Mauritius	100%	2

Unocal Bharat Services (Private) Ltd.

Status: Active
Incorporation: Indian

Primary Address

Unocal Bharat Services (Private) Limited
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Bharat Services (Private) Limited
S-3 International Trade Tower
Nehru Place, New Delhi 110 019 India

STOCKS

Equity Shares

Price/Par Value: 10.00
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 10,000,000
Outstanding: 7,296,640
Issued: 7,296,640
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	1	100	7,296,639	Tuesday, November 30, 1999
Unocal Global Ventures, Ltd.	2		1	Tuesday, November 30, 1999

Unocal Bolivia, Ltd.

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Unocal Bolivia, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Bolivia, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value: 1
CUSIP:
SYMBOL:

Date Authorized: Tuesday, July 18, 1995
Authorized: 20,000
Outstanding: 12,000
Issued: 12,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.97	11,996	Tuesday, July 18, 1995
Unocal International Corporation	6	.03	4	Friday, November 10, 1995

Preferred

Price/Par Value: 1
CUSIP:
SYMBOL:

Date Authorized: Tuesday, July 18, 1995
Authorized: 3,000
Outstanding:
Issued:
in Treasury:

Unocal Borneo Utara, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Borneo Utara, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Borneo Utara, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, May 05, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Monday, May 05, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Monday, May 05, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Monday, May 05, 1997

Unocal Brazil III, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Brazil III, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Brazil III, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	07/08/1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Wednesday, July 08, 1998

Preferred

Price/Par Value:	1	Date Authorized:	07/08/1998
USIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	5.26	600	Wednesday, July 08, 1998

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Espirito Santo Ltda.	Brazil	99.99%	39,999,999

Unocal Brazil IV, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Brazil IV, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Brazil IV, Ltd.
Cedar House
41 Cedar Street
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, October 02, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Friday, October 02, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Friday, October 02, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Friday, October 02, 1998

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Campos Ltda.	Brazil	99.99%	9,999

Unocal BTC Pipeline, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal BTC Pipeline, Ltd.
2141 Rosecrans Avenue
El Segundo, CA 90245 USA

Registered Address

Unocal BTC Pipeline, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, September 27, 1900
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Wednesday, September 27, 2000

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, September 27, 2000
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Wednesday, September 27, 2000

Unocal Bukit, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Bukit, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Bukit, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, September 14, 1992
CUSIP:		Authorized:	19,000
SYMBOL:		Outstanding:	19,000
		Issued:	19,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
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Unocal International Corporation	1	99.96	18,992	Monday, September 14, 1992
Unocal International Corporation	6	.02	4	Friday, November 10, 1995
Unocal International Corporation	Book 8	.02	3	Thursday, October 21, 1993
Unocal International Corporation	Book 7	.01	1	Tuesday, July 27, 1993

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, October 14, 1999
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book 1	100	1,000	Thursday, October 14, 1999

Unocal Cambodia, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Cambodia, Ltd.
141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Cambodia, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, January 27, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Ventures, Ltd.	1	99.92	11,991	Monday, September 18, 1995
Unocal International Ventures, Ltd.	11	.07	9	Friday, November 10, 1995

Unocal CAME III, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Came III, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal CAME IV, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, October 02, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Friday, October 02, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Friday, October 02, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Friday, October 02, 1998

Unocal CAME IV, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal CAME IV, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal CAME IV, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Thursday, October 29, 1998

Preferred

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign	Book	100	600	Thursday, October 29, 1998

Investments Inc.

1998

Unocal Campos Ltda.

Status: Active
Formation: Brazil

Primary Address

None given

Registered Address

Unocal Campos Ltda.
c/o CBBM
Avenida Presidente Wilson
165, 24th Floor, Room 2402
Part, Rio de Janeiro Brazil

PARTNERSHIP/LLC INTERESTS**Membership Units**

CUSIP:
SYMBOL:

Date Authorized:
Authorized: 10,000
Units Currently
Held:

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Unocal Brazil IV, Ltd.	1		9,999	Wednesday, February 03, 1999
MOURA, HELIO EDUARDO DIAS DE	2		1	Friday, February 26, 1999

Unocal Canada Alberta Hub Limited

Status: Active
Incorporation: Alberta

Primary Address

Unocal Canada Limited
1100,530 - 8th Avenue S.W.
Calgary, Alberta T2P 2K6 Canada

Registered Address

None given

Unocal Canada International Company

Status: Active
Incorporation: Nova Scotia

Primary Address

Unocal Canada Limited
1100,530 - 8th Avenue S.W.
Calgary, Alberta T2P 2K6 Canada

Registered Address

None given

STOCKS**Common**

Price/Par Value: 1
CUSIP:

Date Authorized: Friday, June 16, 1995
Authorized: 1,000,000

SYMBOL: Outstanding: 8,000
 Issued: 8,000
 # in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Canada Limited	3	60.41	4,833	Friday, June 16, 1995
Unocal Canada Limited	4	39.58	3,166	Friday, June 16, 1995
Unocal Canada Limited	2A	.01	1	Wednesday, May 17, 1995

DIRECT SUBSIDIARIES

	Incorp/formed in	%Ownership	Shares
Unocal Indonesia Company	Bermuda	46.875%	46.88
Unocal Thailand, Ltd.	Bermuda	2.5896%	650

Unocal Canada Limited

Status: Active
 Incorporation: Alberta

Primary Address

Unocal Canada Limited
 1100,530 - 8th Avenue S.W.
 Calgary, Alberta T2P 2K6 Canada

Registered Address

None given

STOCKS**Class "A" Common Shares**

Price/Par Value:	Date Authorized:	
CUSIP:	Authorized:	22,500,000
SYMBOL:	Outstanding:	14,650,160
	Issued:	14,650,160
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.16	14,527,289	Tuesday, February 02, 1988
Unocal International Corporation	2	.84	122,871	Wednesday, August 01, 1990

Class "B" Common Shares

Price/Par Value:	1.	Date Authorized:	Friday, June 16, 2000
CUSIP:		Authorized:	
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

Class "B" Preferred Shares

Price/Par Value:	1.	Date Authorized:	Friday, June 16, 2000
CUSIP:		Authorized:	
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

Class A Preferred Shares

Price/Par Value:	1	Date Authorized:	Wednesday, March 23, 1994
CUSIP:		Authorized:	

SYMBOL:

Outstanding:
Issued:
in Treasury:

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Cal Ven Limited	Alberta	100%	100,000
Unocal Canada Alberta Hub Limited	Alberta	100%	3,310,590
Unocal Canada International Company	Nova Scotia	100%	8,000
Unocal Canada Resources		89.499%	
Unocal Hub Services Limited	Alberta	100%	
VU Partnership	Alberta	11%	

Unocal Capital Trust

Status: Active
Incorporation: Delaware

Primary Address

Unocal Capital Trust
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

Unocal Capital, Inc.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Capital, Inc.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Unocal Capital, Inc.
c/o The Corporation Trust Company
30 The Green
Dover, Delaware 19901

STOCKS

Common

Price/Par Value:
CUSIP:
SYMBOL:

Date Authorized: Monday, January 23, 1995
Authorized: 1,000
Outstanding: 1,000
Issued: 1,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Monday, January 23, 1995

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
NETWORKOIL, INC.	Delaware	.02%	1,428,571

Unocal Centgas Management, Ltd.

Status: Active

Incorporation: Bermuda

Primary Address

Unocal Centgas Management, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Centgas Management, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, October 24, 1997
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	12,000	Friday, October 24, 1997

Unocal Central Asia, Ltd.

Status: Active Wednesday, June 12, 1996
Incorporation: Bermuda

Primary Address

Unocal Central Asia, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Central Asia, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, June 12, 1996
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	100	12,000	Wednesday, June 12, 1996

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, June 12, 1996
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	700
		Issued:	700
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	700	Friday, January 17, 1997

Unocal China Holdings I, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal China Holdings I, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal China Holdings I, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Class A Common Stock

Price/Par Value:	1	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	3	100	1	Tuesday, December 21, 1999

Class B Common Stock

Price/Par Value:	1	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	4	100	1	Tuesday, December 21, 1999

Unocal China Holdings II, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal China Holdings II, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal China Holdings II, Ltd.
10 Frere Felix De Valois Street
Port Louis Mauritius

STOCKS

Class A Common Stock

Price/Par Value:	\$1.00	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	3	100	1	Tuesday, December 21, 1999

Class B Common Stock

Price/Par Value:	\$1.00	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	4	100	1	Tuesday, December 21, 1999

Unocal China Limited

Status: Active
Incorporation: Bermuda

Primary Address

Unocal China Limited
Rm 6313 Exhibition Centre Hotel
135 Xi Zhi Men Wan Street
Beijing 100044 China

Registered Address

Unocal China Limited
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, September 09, 1993
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.97	11,996	Friday, May 27, 1994
Unocal International Corporation	6	.03	4	Friday, November 10, 1995

Unocal Chirag Finance, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Chirag Finance, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

Registered Address

Unocal Chirag Finance, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, November 19, 1998
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	12,000	Friday, February 13, 1998

Unocal Colombia, Limited

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Unocal Colombia, Limited
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Colombia, Limited
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, April 15, 1983
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	22	99.97	11,996	Thursday, October 21, 1993
Union Oil Company of California	23	.03	4	Friday, November 10, 1995

Unocal Congo (DRC), Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Congo (DRC) Ltd.
5th Floor, Tower III, SCB Park Plaza
19 Ratchadaphisek Road
Chatuchak
Bangkok, 10900 Thailand

Registered Address

Unocal Congo (DRC), Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, September 09, 1999
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s) Unocal International Corporation	Certificate No. 1	%Ownership 100	No. of Shares 12,000	Date Issued or Transferred Thursday, September 09, 1999
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DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
ODS, Ltd.	Bermuda	100%	12,000

Unocal Corporation

Status: Active
Incorporation: Delaware

Primary Address

Unocal Corporation
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Corporation
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS

Common Stock

Price/Par Value:	1	Date Authorized:	
CUSIP:	915289102	Authorized:	750,000,000
SYMBOL:		Outstanding:	242,872,008
		Issued:	253,494,792
		# in Treasury:	10,622,784

Current Owner(s) Shareholders	Certificate No. Unknown	%Ownership 99.36	No. of Shares 241,323,183	Date Issued or Transferred
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Preferred Stock

Price/Par Value:	.10	Date Authorized:	
CUSIP:		Authorized:	100,000,000
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Union Oil Company of California	California	100%	1,000
Unocal Capital Trust	Delaware	100%	
Unocal Receivables Corp.	Delaware	100%	500

Status: Active
Incorporation: Wyoming

Primary Address

Unocal Corporation (Wyoming)
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Unocal Corporation (Wyoming)
1720 Carey Avenue
Cheyenne, Wyoming 82001

STOCKS

Common

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Wednesday, May 11, 1983

Unocal do Brasil Ltda.

Status: Active
Formation: Brazil

Primary Address

Unocal do Brasil Ltda.
Avenida Rio Branco, 177 - 3rd Floor
Rio de Janiero, RJ, CEP 20,000, Brazil Brazil

Registered Address

Unocal do Brasil Ltda.
Avenida Rio Branco, 177 - 3rd Floor
Rio de Janiero, RJ, CEP 20,000, Brazil Brazil

STOCKS

Quotas

Price/Par Value:	R\$1.00	Date Authorized:	Wednesday, August 06, 1997
CUSIP:		Authorized:	300,000
SYMBOL:		Outstanding:	300,000
		Issued:	300,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Americas II, Ltd.	Book	90	270,000	Wednesday, August 06, 1997
Unocal Trinidad, Ltd.	Book2	10	30,000	Wednesday, August 06, 1997

DIRECT SUBSIDIARIES

	Incorp/Formatted in	%Ownership	Shares
Unocal Oleo e Gas Ltda.	Brazil	20%	200

Unocal E & P Ltd.

Status: Active

Primary Address

None given

Registered Address

None given

STOCKS

Common

Price/Par Value:	BAHT 10	Date Authorized:	Tuesday, December 08, 1998
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	7
		Issued:	7

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
MARCOTTE, BRIAN W. G.	1	14.29	1	Tuesday, December 08, 1998
ALDORF, HENRY E.	2	14.29	1	Tuesday, December 08, 1998
SMITH, NEIL L.	3	14.29	1	Tuesday, December 08, 1998
DE PUY, MARK	4	14.29	1	Tuesday, December 08, 1998
ARTHAYUKTI, WORAPHAT	5	14.29	1	Tuesday, December 08, 1998
TIRADNAKORN, TARA	6	14.29	1	Tuesday, December 08, 1998
CHAIYASUTA, SIRIPORN	7	14.29	1	Tuesday, December 08, 1998

Unocal E&S Asia III, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal E&S Asia III, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal E&S Asia III, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Tuesday, May 19, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Tuesday, May 19, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Monday, May 18, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	600	Tuesday, May 19, 1998

Unocal E&S Asia IV, Ltd.

Status: Active

Incorporation: Bermuda

Primary Address

Unocal E & S Asia IV, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal E&S Asia IV, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	USD 1	Date Authorized:	Tuesday, January 26, 1999
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Tuesday, January 26, 1999

Preferred

Price/Par Value:		Date Authorized:	Tuesday, January 26, 1999
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	600	Tuesday, January 26, 1999

Unocal East China Sea, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal East China Sea, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal East China Sea, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, April 08, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.98	19,996	Monday, May 10, 1993
Unocal International	7	.02	4	Wednesday, January

Corporation

17, 1996

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, April 08, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	1,500
		Issued:	1,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	1,500	Monday, May 10, 1993

Unocal Eastern Hemisphere Exploration, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Eastern Hemisphere Explor
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Eastern Hemisphere Explor
Cedar House
41 Cedar Avenue
Hamilton HM 12, HM 12 Bermuda

STOCKS**Class A Common**

Price/Par Value:	\$1,000.00	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	15
SYMBOL:		Outstanding:	15
		Issued:	15
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	11	73.33	11	Friday, August 06, 1993
Unocal International Corporation	6	26.67	4	Wednesday, January 17, 1996

Class B Common

Price/Par Value:	\$1.00	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	50,000
SYMBOL:		Outstanding:	50,000
		Issued:	50,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	22.77	11,385	Thursday, June 25, 1998

Preferred Voting Shares

Price/Par Value:	\$1.00	Date Authorized:	Thursday, June 25, 1998
CUSIP:		Authorized:	10,000
SYMBOL:		Outstanding:	10,000
		Issued:	600
		# in Treasury:	

Current Owner(s) Unocal Foreign Investments Inc.	Certificate No. Book 1	%Ownership 6	No. of Shares 600	Date Issued or Transferred Thursday, June 25, 1998
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DIRECT SUBSIDIARIES

North Absheron Operating Company Limited	Incorp/Formed in British Virgin Islands	%Ownership 25.5%	Shares 2,550
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Unocal Eastern Hemisphere, Ltd.

Status: Active
Incorporation: California

Primary Address

Unocal Eastern Hemisphere, Ltd.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

None given

STOCKS

Common

Price/Par Value:	Date Authorized:	
CUSIP:	Authorized:	500
SYMBOL:	Outstanding:	10
	Issued:	10
	# in Treasury:	

Current Owner(s) Unocal International Corporation	Certificate No. 1	%Ownership 100	No. of Shares 10	Date Issued or Transferred Thursday, November 13, 1980
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Unocal Ecuador, Ltd.

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Unocal Ecuador, Ltd.
Ave. Republica 481 Y, Diego de
Almagro, P.O. Box 17-21-0248
Quito Ecuador

Registered Address

Unocal Ecuador, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s) Unocal International	Certificate No. 20	%Ownership 99.98	No. of Shares 19,996	Date Issued or Transferred Thursday, October 21,
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Corporation				1993
Unocal International Corporation	21	.02	4	Wednesday, January 17, 1996

Unocal Egypt Limited

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Unocal Egypt Limited
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Egypt Limited
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	16	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	17	.02	4	Friday, November 10, 1995

Unocal El Hasekah, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal El Hasekah, Ltd
Mezzeh-Western New Damascus
Farabi - East Shafie Mosque #177
Damascus Syria

Registered Address

Unocal El Hasekah, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**COMMON**

Price/Par Value:	1	Date Authorized:	Monday, February 20, 1989
CUSIP:		Authorized:	11,805
SYMBOL:		Outstanding:	11,805
		Issued:	11,805
		# in Treasury:	
		Date Cancelled:	Tuesday, February 18, 1992

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	99.92	11,796	Tuesday, February 18, 1992
Bermuda, Directors	16	.03	4	Thursday, October 21, 1993
Unocal International	Book 7	.03	4	Friday, November 10,

Corporation				1995
Unocal International Corporation	14	.01	1	Tuesday, July 27, 1993

Preferred Series A

Price/Par Value	1	Date Authorized:	Tuesday, February 18, 1992
		Authorized:	20,000

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	2,600	Saturday, February 15, 1992

Unocal Energia (Bolivia) S.A.

Status: Active
Incorporation: Bolivia

Primary Address

Unocal Energia (Bolivia) S.A.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

None given

STOCKS**Common**

Price/Par Value:	28	Date Authorized:	Monday, December 28, 1998
CUSIP:		Authorized:	250
SYMBOL:		Outstanding:	250
		Issued:	250
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Geothermal Ventures, Ltd.	3	99.2	248	Monday, December 28, 1998
Unocal Geothermal International, Ltd.	1	.4	1	Monday, December 28, 1998
Unocal International Corporation	2	.4	1	Monday, December 28, 1998

Unocal Energy Trading Inc.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Energy Trading Inc.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Energy Trading, Inc.
c/o The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

STOCKS**Common Stock**

Price/Par Value:	1	Date Authorized:	Monday, September 01, 1997
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CUSIP:	Authorized:	1,000
SYMBOL:	Outstanding:	1,000
	Issued:	1,000
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Monday, September 15, 1997

Unocal Engineering & Construction International, Inc.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Engineering & Construction Int'l
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Unocal Engineering & Construction International, Inc.
19 SCB Park Plaza
Tower 3 Rachadapisek Road
Ladyao, Chatuchak
Bangkok

STOCKS**Common**

Price/Par Value:	1.00	Date Authorized:	Monday, December 30, 1996
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Monday, April 21, 1997

Unocal Engineering and Construction Pte. Ltd.

Status: Pending Liquidation
Incorporation: Singapore

Primary Address

Unocal Engineering and Construction Pte.
1 Temasek Avenue
#27-01 Millenia Tower
Singapore, Singapore 039192

Registered Address

Unocal Engineering and Construction Pte., Ltd.
1 Temasek Avenue
#27-01 Millenia Tower
Singapore 039192

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, October 13, 1997
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International	1	50	1	Monday, October 13,

Corporation				1997
Unocal International Corporation	2	50	1	Monday, October 13, 1997

Unocal Enterprise, L.L.C.

Status: Active
Formation: Delaware

Primary Address

Unocal Enterprise, L.L.C.
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Unocal Enterprise, L.L.C.
c/o The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

PARTNERSHIP/LLC INTERESTS**Membership Units**

CUSIP:	Date Authorized:	Friday, September 10, 1999
SYMBOL:	Authorized:	1,000
	Units Currently	1,000
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Union Oil Company of California	1	10	100	Friday, September 10, 1999

Unocal Espirito Santo Ltda.

Status: Active
Formation: Brazil

Primary Address

Unocal Espirito Santo Ltda
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

Unocal Espirito Santo Ltda.
Avenida Rio Branco, 177 - 3rd Floor
Rio de Janeiro, RJ, CEP 20,000, Brazil Brazil

PARTNERSHIP/LLC INTERESTS**Quotas**

CUSIP:	Date Authorized:	Wednesday, June 30, 1999
SYMBOL:	Authorized:	40,000,000
	Units Currently	40,000,000
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Unocal Brazil III, Ltd.	1	100	39,999,999	Tuesday, June 30, 1998
DE MOURA, HELIO EDUARDO	2		1	Tuesday, June 30, 1998

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Oleo e Gas Ltda.	Brazil	80%	800

Unocal Exploration, Ltd.

Status: Active

Primary Address

None given

Registered Address

None given

STOCKS**Common**

Price/Par Value:	BAHT 100	Date Authorized:	Thursday, September 11, 1997
CUSIP:		Authorized:	1,000,000
SYMBOL:		Outstanding:	7
		Issued:	7
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
MARCOTTE, BRIAN W. G.	1	14.29	1	Thursday, September 11, 1997
ARTHAYUKTI, WORAPHAT	2	14.29	1	Thursday, September 11, 1997
WATKINS, DAVID L.	3	14.29	1	Thursday, September 11, 1997
SMITH, NEIL L.	4	14.29	1	Thursday, September 11, 1997
DEPUY, MARK A.	5	14.29	1	Thursday, September 11, 1997
PUTNAM, DALE	6	14.29	1	Thursday, September 11, 1997
CHAIYASUTA, SIRIPORN	7	14.29	1	Thursday, September 11, 1997

Unocal Export Sales Inc.Status: Active
Incorporation: Guam**Primary Address**Unocal Export Sales Inc.
c/o Union Oil Company
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245**Registered Address**Unocal Export Sales Inc.
c/o Carlsmith Ball Wichman Case & Ichiki
134 West Soledad Avenue, Suite #401
Agana, Guam 96910**STOCKS****Common**

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	5,000
SYMBOL:		Outstanding:	5,000
		Issued:	5,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	5,000	Wednesday, January 02, 1985

Unocal Far East Development, Ltd.

Status: Active
Incorporation: Cayman Islands

Primary Address

Unocal Far East Development, Ltd.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Far East Development, Ltd.
c/o Huntlaw Corporate Services, Ltd.
P.O. Box 1350 G.T.
Huntlaw Building, Fort Street
Grand Cayman, Cayman Islands

STOCKS

Common

Price/Par Value: \$1.00 Cruzero
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 200,000
Outstanding: 200,000
Issued: 200,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	7	100	200,000	Thursday, January 21, 1993

Unocal Foreign Investments Inc.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Foreign Investment Inc.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

STOCKS

COMMON

Price/Par Value: \$1
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 1,000
Outstanding: 1,000
Issued: 1,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Monday, March 02, 1992

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Occidental Exploration of Bangladesh, Ltd.	Bermuda		1,200
ULB, Ltd.	Bermuda	5%	600
Unocal Aliaga, Ltd.	Bermuda	5%	600
Unocal Americas II, Ltd.	Bermuda	5%	600
Unocal Americas III, Ltd.	Bermuda	5%	600

Unocal Americas IV, Ltd.	Bermuda	5%	600
Unocal Anton Marin, Ltd.	Bermuda	5%	1,050
Unocal Astrid Marin Gabon, Ltd.	Bermuda	5%	600
Unocal Azeri, Ltd.	Bermuda	3.6145%	750
Unocal Bang Pakong, Ltd.	Bermuda	5%	600
Unocal Bangladesh Block Five, Ltd.	Bermuda	5%	600
Unocal Bangladesh Block Seven, Ltd.	Bermuda	5%	600
Unocal Bangladesh Block Ten, Ltd.	Bermuda	5%	600
Unocal Bangladesh Exploration, Ltd.	Bermuda	3.3816%	700
Unocal Borneo Utara, Ltd.	Bermuda	5%	600
Unocal Brazil III, Ltd.	Bermuda	5%	600
Unocal Brazil IV, Ltd.	Bermuda	5%	600
Unocal BTC Pipeline, Ltd.	Bermuda	5%	600
Unocal Bukit, Ltd.	Bermuda	5%	1,000
Unocal CAME II, Ltd.	Bermuda	5%	600
Unocal CAME III, Ltd.	Bermuda	5%	600
Unocal CAME IV, Ltd.	Bermuda	5%	600
Unocal Central Asia, Ltd.	Bermuda	5.5118%	700
Unocal China Holdings I, Ltd.	Mauritius	50%	1
Unocal China Holdings II, Ltd.	Mauritius	50%	1
Unocal E&S Asia III, Ltd.	Bermuda	5%	600
Unocal E&S Asia IV, Ltd.	Bermuda	5%	600
Unocal East China Sea, Ltd.	Bermuda	6.9767%	1,500
Unocal Eastern Hemisphere Exploration, Ltd.	Bermuda	5%	600
Unocal El Hasekah, Ltd.	Bermuda	18.0493%	2,600
Unocal Ganai, Ltd.	Bermuda	5.5118%	700
Unocal Geothermal Ventures, Ltd.	Bermuda	5%	600
Unocal Global Ventures, Ltd.	Bermuda	11.11%	1,500
Unocal Indonesia Holdings II, Ltd.	Mauritius	50%	1
Unocal Indonesia Holdings III, Ltd.	Mauritius	50%	1
Unocal International New Ventures, Ltd.	Bermuda	5%	600
Unocal Kai, Ltd.	Bermuda	1.9608%	400
Unocal Kapoposang, Ltd.	Bermuda	5%	600
Unocal Kazakhstan, Ltd.	Bermuda	6.9767%	1,500
Unocal Khazar Holdings, Ltd.	Bermuda	34.9593%	10,750
Unocal Krueng Mane, Ltd.	Bermuda	5%	600
Unocal Lompa, Ltd.	Bermuda	5%	600
Unocal Makassar, Ltd.	Bermuda	5.5118%	700
Unocal Myanmar, Ltd.	Bermuda	2.2005%	450
Unocal North Asean Ventures II, Ltd.	Bermuda	5%	600
Unocal North Asean Ventures, Ltd.	Bermuda	5%	600
Unocal Pakistan, Ltd.	Bermuda	5.2133%	1,100
Unocal Patagonia, Ltd.	Bermuda	5%	600
Unocal Permata, Ltd.	Bermuda	5%	600
Unocal Petroleum, Ltd.	Bermuda	6.9767%	1,500
Unocal Rapak, Ltd.	Bermuda	5%	600
Unocal Sangkarang, Ltd.	Bermuda	5%	600
Unocal SE Asia V, Ltd.	Bermuda	5%	600
Unocal SE Asia VI, Ltd.	Bermuda	5%	600
Unocal Senegal, Ltd.	Bermuda	8%	1,800
Unocal Sesulu, Ltd.	Bermuda	5%	600
Unocal Shahbazpur Pipeline, Ltd.	Bermuda	5%	600
Unocal Shahbazpur Power, Ltd.	Bermuda	5%	600
Unocal Shelf Ventures, Ltd.	Mauritius	5%	600
Unocal South Asia Energy, Ltd.	Bermuda	5%	600
Unocal South Con Son, Ltd.	Bermuda	6.9767%	1,500
Unocal Southwest Vietnam Exploration & Production, Ltd.	Bermuda	5%	600
Unocal Syria, Ltd.	Bermuda	14.2808%	3,322
Unocal Tanimbar, Ltd.	Bermuda	1.9608%	400

Unocal Venezuela, Ltd.	Bermuda	6.9767%	1,500
Unocal Vietnam Exploration, Ltd.	Bermuda	5%	600
USSG, Ltd.	Bermuda	5%	600

Unocal Foundation

Status: Active
Incorporation: California

Primary Address

Unocal Foundation
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

None given

Unocal Ganal, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Ganal, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Ganal, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, October 06, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	12,000	Friday, October 06, 1995

Non Voting Preferred

Price/Par Value:	1	Date Authorized:	Friday, October 06, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	700
		Issued:	700
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	700	Wednesday, September 24, 1997

Unocal Geotermica Nicaragua, S.A.

Status: Active
Incorporation: Nicaragua

Primary Address

Unocal Geotermica Nicaragua, S.A.
Plaza Espana, Edificio #17, 2 Piso
Managua Nicaragua

Registered Address

Unocal Geotermica Nicaragua, S.A.
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245 USA

STOCKS

Common

Price/Par Value:	C\$1.00	Date Authorized:	Monday, December 09, 1996
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	50,000
		Issued:	50,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	49,998	Monday, December 09, 1996
MACK, JR., J. ERICK	2		1	Monday, December 09, 1996
PALAZIO, ERNESTO	3		1	Monday, December 09, 1996

Unocal Geothermal International, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Geothermal International, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Geothermal International, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, October 25, 1983
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	17	99.94	19,989	Thursday, December 31, 1987
Unocal International Corporation	23	.02	4	Thursday, October 21, 1993
Unocal International Corporation	Book 8	.02	4	Friday, November 10, 1995
Unocal International Corporation	17	.01	1	Wednesday, December 07, 1988
Unocal International Corporation	19	.01	1	Monday, July 03, 1989
Unocal International Corporation	Book 7	.01	1	Thursday, October 01, 1992

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Energia (Bolivia) S.A.	Bolivia	.4%	1

Unocal Geothermal Japan, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Geothermal Japan, Ltd.
Toranomom Yoshiara Building-8th Floor
6-13, Nishi-Shimbashi 1-chome
Minato-Ku., Tokyo 105 Japan

Registered Address

Unocal Geothermal Japan, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	\$1	Date Authorized:	Monday, September 29, 1980
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	18	99.91	11,989	Thursday, December 31, 1987
Unocal International Corporation	25	.03	4	Thursday, October 21, 1993
Unocal International Corporation	Book 10	.03	4	Friday, November 10, 1995
Unocal International Corporation	20	.01	1	Monday, July 03, 1989
Unocal International Corporation	Book 8	.01	1	Thursday, December 31, 1992
Unocal International Corporation	Book 9	.01	1	Monday, February 01, 1993

Preferred

Price/Par Value:	1	Date Authorized:	Monday, January 27, 1992
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

Unocal Geothermal of Indonesia, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Geothermal of Indonesia, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Geothermal of Indonesia, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	19	99.91	11,989	Tuesday, November 29, 1988
Union Oil Company of California	27	.03	4	Thursday, October 21, 1993
Union Oil Company of California	Unknown6	.03	4	Friday, November 10, 1995
Union Oil Company of California	24	.01	1	Tuesday, August 18, 1992
Union Oil Company of California	Unknown5	.01	1	Monday, February 01, 1993
Union Oil Company of California	Unknown7	.01	1	Monday, July 03, 1989

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Dayabumi Salak Pratama, Ltd.	Cayman Islands	50%	100

Unocal Geothermal Philippines, Inc.

Status: Active
Incorporation: California

Primary Address

Unocal Geothermal Philippines, Inc.
c/o Union Oil Company
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Registered Address

None given

STOCKS**Common Stock**

Price/Par Value:	1000	Date Authorized:	Wednesday, October 03, 1979
CUSIP:		Authorized:	500
SYMBOL:		Outstanding:	500
		Issued:	500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	2	100	500	Tuesday, December 22, 1987
Value of Consideration:				
Consideration:				

Unocal Geothermal Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Geothermal Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Geothermal Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	\$1	Date Authorized:	Wednesday, December 17, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	11,400	Wednesday, December 17, 1997

Preferred

Price/Par Value:	\$1	Date Authorized:	Wednesday, December 17, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Wednesday, December 17, 1997

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Lisulegon, Sociedad Anonima	Costa Rica	100%	10
Unocal Energia (Bolivia) S.A.	Bolivia	99.2%	248

Unocal Global Ventures II, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Global Ventures II, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Global Ventures II, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, December 31, 1996
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	Book 5	95	11,400	Friday, March 31, 2000
Unocal Global Ventures, Ltd.	Book 4	5	600	Friday, March 31, 2000

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Potiguar I, Ltd.	Mauritius	50%	1

Unocal Global Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Global Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Global Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Wednesday, March 19, 1997
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	12,000	Wednesday, March 19, 1997

Preferred Voting Shares

Price/Par Value:	1	Date Authorized:	Wednesday, November 10, 1999
CUSIP:		Authorized:	1,500
SYMBOL:		Outstanding:	1,500
		Issued:	1,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	1,500	Monday, October 11, 1999

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Magma Nusantara Limited		50%	
Moattama Gas Transportation Company Limited	Bermuda	28.2625%	282,625
Occidental of Bangladesh, Ltd.	Bermuda	100%	12,000
PT Jasa Daya Unocal		1%	
Unocal Asia-Pacific Ventures, Ltd.	Bermuda	100%	12,000
Unocal Bharat Services (Private) Ltd.	Indian	.001%	1
Unocal Global Ventures II, Ltd.	Bermuda	100%	12,000
Unocal Indonesia Holdings I, Ltd.	Mauritius	100%	2
Unocal Khazar, Ltd.	Bermuda	35%	10,763

Unocal Myanmar Offshore Co., Ltd.	Bermuda	100%	21,500
Unocal Rayong, Ltd.	Bermuda	100%	12,000

Unocal Hub Services Limited

Status: Active
Incorporation: Alberta

Primary Address

Unocal Hub Services Limited
150-6th Avenue S.W.
Calgary, Alberta T2P 2K6 Canada

Registered Address

Unocal Hub Services Limited
c/o Unocal International Corporation
2141 Rosecrans Avenue
Suite 4100
El Segundo, CA 90245

Unocal India, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal India, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal India, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value: 1
CUSIP:
SYMBOL:

Date Authorized: Wednesday, March 19, 1997
Authorized: 12,000
Outstanding: 12,000
Issued: 12,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	12,000	Wednesday, March 19, 1997

Unocal Indonesia Company

Status: Active
Formation: Bermuda

Primary Address

Unocal Indonesia Company
Ratu Plaza Office Tower, 7th Floor
P.O. Box 1264/JKT, Jendral Sudirman,
Senayan, Jakarta 10012 Indonesia

Registered Address

Unocal Indonesia Company
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

PARTNERSHIP/LLC INTERESTS

Partnership Units

CUSIP: Date Authorized: Friday, June 16, 1995

SYMBOL:	Authorized:	100
	Units Currently	100
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Unocal Indonesia, Ltd.		53.13	53.13	Friday, June 16, 1995
Unocal Canada International Company		46.88	46.88	Friday, June 16, 1995

Unocal Indonesia Holdings I, Ltd.

Status:	Active
Incorporation:	Mauritius

Primary Address

Unocal Indonesia Holdings I, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90248 U.S.A.

Registered Address

Unocal Indonesia Holdings I, Ltd.
10, Frere Felix de Valois Street
Port Louis, Mauritius Mauritius

STOCKS

Class A Common Shares

Price/Par Value:	\$1.00	Date Authorized:	Monday, June 22, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	3	100	1	Friday, March 31, 2000

Class B Common Shares (Preferred Shares)

Price/Par Value:	\$1.00	Date Authorized:	Monday, June 22, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	3	100	1	Friday, March 31, 2000

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
PT Jasa Daya Unocal		99%	

Unocal Indonesia Holdings II, Ltd.

Status:	Active
Incorporation:	Mauritius

Primary Address

Unocal Indonesia Holdings II, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90248 U.S.A.

Registered Address

Unocal Indonesia Holdings II, Ltd.
10, Frere Felix de Valois Street
Port Louis, Mauritius Mauritius

STOCKS

Class A Common Shares

Price/Par Value:	\$1.00	Date Authorized:	Monday, June 22, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	2	100	1	Tuesday, December 21, 1999

Class B Common Shares (Preferred Shares)

Price/Par Value:	\$1.00	Date Authorized:	Monday, June 22, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	1	Tuesday, December 21, 1999

Unocal Indonesia Holdings III, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Indonesia Holdings III, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Indonesia Holdings III, Ltd.
10, Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Class A Common Shares

Price/Par Value	\$1.00	Date Authorized:	Friday, June 19, 1998
		Authorized:	11,400

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	2	100	1	Tuesday, December 21, 1999

Class B Common Shares (Preferred Shares)

Price/Par Value	\$1.00	Date Authorized:	Friday, June 19, 1998
		Authorized:	600

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign	2	100	1	Tuesday, December 21, 1999

Investments Inc.

1999

Unocal Indonesia Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Indonesia Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Indonesia Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Wednesday, December 01, 1999
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	12,000	Wednesday, December 01, 1999

Unocal Indonesia, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Indonesia, Ltd.
Ratu Plaza Ofc. Twr. - 7th Floor
P O Box 1264/JKT
Jakarta, 10012 Indonesia

Registered Address

Unocal Indonesia, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, November 23, 1979
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	17	99.94	11,993	Thursday, February 04, 1988
Unocal International Corporation	23	.03	3	Friday, November 10, 1995
Unocal International Corporation	22	.02	2	Thursday, October 21, 1993
Unocal International Corporation	Book 9	.01	1	Tuesday, August 04, 1992
Unocal International Corporation	Book 11	.01	1	Tuesday, July 27, 1993

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Indonesia Company	Bermuda	53.125%	53.13

Unocal International Corporation

Status: Active
Incorporation: Nevada

Primary Address

Unocal International Corporation
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal International Corporation
c/o Corporation Trust Co.
One East First Street
Reno, Nevada 89501 U.S.A.

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, December 31, 1987
CUSIP:		Authorized:	5,500
SYMBOL:		Outstanding:	5,500
		Issued:	5,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	2	90.91	5,000	Thursday, December 31, 1987
Union Oil Company of California	1	9.09	500	Thursday, December 31, 1987

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
ANPC, Inc.	Delaware	100%	10,000
Occidental Exploration of Bangladesh, Ltd.	Bermuda		22,800
Peru Oriente Petroleum, Ltd.	Bermuda	100%	20,000
Philippine Geothermal, Inc.	California	10%	10
Union Geothermal Guatemala, Limited	Bermuda	100%	12,000
Unionoil Offshore Exploration, Ltd.	Bermuda	100%	12,000
Unocal Aliaga, Ltd.	Bermuda	95%	11,400
Unocal Ambalat, Ltd.	Bermuda	5%	600
Unocal Americas II, Ltd.	Bermuda	95%	11,400
Unocal Americas III, Ltd.	Bermuda	95%	11,400
Unocal Americas IV, Ltd.	Bermuda	95%	11,400
Unocal Andaman, Ltd.	Bermuda	5%	600
Unocal Anton Marin, Ltd.	Bermuda	95%	20,000
Unocal Argentina, Ltd.		100%	20,000
Unocal Astrid Marin Gabon, Ltd.	Bermuda	95%	11,400
Unocal Azeri, Ltd.	Bermuda	96.3855%	20,000
Unocal Bang Pakong, Ltd.	Bermuda	95%	11,400
Unocal Bangladesh Block Five, Ltd.	Bermuda	95%	11,400
Unocal Bangladesh Block Seven, Ltd.	Bermuda	95%	11,400
Unocal Bangladesh Block Ten, Ltd.	Bermuda	95%	11,400
Unocal Bangladesh Exploration, Ltd.	Bermuda	96.6184%	12,000
Unocal Bharat Limited	Mauritius	100%	500,000
Unocal Bolivia, Ltd.	Bermuda	100%	12,000

Unocal Borneo Utara, Ltd.	Bermuda	95%	11,400
Unocal Brazil III, Ltd.	Bermuda	95%	11,400
Unocal Brazil IV, Ltd.	Bermuda	95%	11,400
Unocal Britain Limited	British	100%	1,000
Unocal BTC Pipeline, Ltd.	Bermuda	95%	11,400
Unocal Bukit, Ltd.	Bermuda	95%	19,000
Unocal CAME II, Ltd.	Bermuda	95%	11,400
Unocal CAME III, Ltd.	Bermuda	95%	11,400
Unocal CAME IV, Ltd.	Bermuda	95%	11,400
Unocal Canada Limited	Alberta	100%	14,650,160
Unocal Centgas Management, Ltd.	Bermuda	100%	12,000
Unocal Central Asia, Ltd.	Bermuda	94.4882%	12,000
Unocal China Holdings I, Ltd.	Mauritius	50%	1
Unocal China Holdings II, Ltd.	Mauritius	50%	1
Unocal China Limited	Bermuda	100%	12,000
Unocal Chirag Finance, Ltd.	Bermuda	100%	12,000
Unocal Congo (DRC), Ltd.	Bermuda	100%	12,000
Unocal E&S Asia III, Ltd.	Bermuda	95%	11,400
Unocal E&S Asia IV, Ltd.	Bermuda	95%	11,400
Unocal East China Sea, Ltd.	Bermuda	93.0233%	20,000
Unocal Eastern Hemisphere Exploration, Ltd.	Bermuda	.125%	15
Unocal Eastern Hemisphere, Ltd.	California	100%	10
Unocal Ecuador, Ltd.	Bermuda	100%	20,000
Unocal Egypt Limited	Bermuda	100%	20,000
Unocal El Hasekah, Ltd.	Bermuda	81.9507%	11,805
Unocal Energia (Bolivia) S.A.	Bolivia	.4%	1
Unocal Engineering and Construction Pte. Ltd.	Singapore	50%	1
Unocal Far East Development, Ltd.	Cayman Islands	100%	200,000
Unocal Ganai, Ltd.	Bermuda	94.4882%	12,000
Unocal Geothermal International, Ltd.	Bermuda	100%	20,000
Unocal Geothermal Japan, Ltd.	Bermuda	100%	12,000
Unocal Geothermal Philippines, Inc.	California	100%	500
Unocal Geothermal Ventures, Ltd.	Bermuda	95%	11,400
Unocal Global Ventures, Ltd.	Bermuda	88.89%	12,000
Unocal India, Ltd.	Bermuda	100%	12,000
Unocal Indonesia Holdings II, Ltd.	Mauritius	50%	1
Unocal Indonesia Holdings III, Ltd.	Mauritius	50%	1
Unocal Indonesia Ventures, Ltd.	Bermuda	100%	12,000
Unocal Indonesia, Ltd.	Bermuda	100%	12,000
Unocal International Limited	England	100%	100
Unocal International New Ventures, Ltd.	Bermuda	95%	11,400
Unocal International Pipeline Corporation	Delaware	100%	1,000
Unocal International Supply & Trading Co.	California	100%	50
Unocal Japan Limited	Japan	100%	3,600
Unocal Kai, Ltd.	Bermuda	98.0392%	20,000
Unocal Kapoposang, Ltd.	Bermuda	95%	11,400
Unocal Kazakhstan, Ltd.	Bermuda	93.0233%	20,000
Unocal Khazar Holdings, Ltd.	Bermuda	65.0407%	20,000
Unocal Krueng Mane, Ltd.	Bermuda	95%	11,400
Unocal Lompa, Ltd.	Bermuda	95%	11,400
Unocal Makassar, Ltd.	Bermuda	94.4882%	12,000
Unocal Mexicana, S. de R.L. de C.V.	Mexico	50%	
Unocal Myanmar, Ltd.	Bermuda	97.7995%	20,000
Unocal Netherlands B. V.	Netherlands	100%	405,510
Unocal New Ventures (Thailand) Ltd.		99.993%	99,993
Unocal North Asean Ventures II, Ltd.	Bermuda	95%	11,400
Unocal North Asean Ventures, Ltd.	Bermuda	95%	11,400
Unocal North Asia, Ltd.	Delaware	99.94%	99,994
Unocal North Sumatra Geothermal, Ltd.	Bermuda	100%	20,000
Unocal Offshore Services, Ltd.	Bermuda	100%	12,000

Unocal Oriental Holdings, Ltd.	Mauritius	100%	2
Unocal Pakistan, Ltd.	Bermuda	94.7867%	20,000
Unocal Patagonia, Ltd.	Bermuda	.125%	15
Unocal Permata, Ltd.	Bermuda	95%	11,400
Unocal Petroleum, Ltd.	Bermuda	93.0233%	20,000
Unocal Rapak, Ltd.	Bermuda	95%	11,400
Unocal Sangkarang, Ltd.	Bermuda	95%	11,400
Unocal SE Asia V, Ltd.	Bermuda	95%	11,400
Unocal SE Asia VI, Ltd.	Bermuda	95%	11,400
Unocal Senegal, Ltd.	Bermuda	92%	20,000
Unocal Sesulu, Ltd.	Bermuda	95%	11,400
Unocal Shahbazzpur Pipeline, Ltd.	Bermuda	95%	11,400
Unocal Shahbazzpur Power, Ltd.	Bermuda	95%	11,400
Unocal Shahbazzpur, Ltd.	Bermuda	5%	600
Unocal Shelf Ventures, Ltd.	Mauritius	95%	11,400
Unocal South Asean, Ltd.	Bermuda	100%	12,000
Unocal South Asia Energy, Ltd.	Bermuda	95%	11,400
Unocal South Con Son, Ltd.	Bermuda	93.0233%	20,000
Unocal Southwest Vietnam Exploration & Production, Ltd.	Bermuda	95%	11,400
Unocal Syria, Ltd.	Bermuda	.0017%	4
Unocal Tanimbar, Ltd.	Bermuda	.0196%	4
Unocal Teweh, Inc.	California	100%	10,000
Unocal Thailand, Ltd.	Bermuda	.0159%	4
Unocal Turkey, Ltd.	Bermuda	100%	20,000
Unocal Turkmenistan, Ltd.	Bermuda	100%	20,000
Unocal Venezuela, Ltd.	Bermuda	.0186%	4
Unocal Vietnam Exploration, Ltd.	Bermuda		15
Unocal Yangtze, Ltd.	Bermuda	100%	12,000
Unocal Yemen, Ltd.	Bermuda	100%	19,402
Unocal Zhejiang, Ltd.	Mauritius	100%	2

Unocal International Energy Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal International Energy Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Unocal International Energy Ventures, Ltd.
c/o A.S. & K. Services, Ltd.
41 Cedar Avenue
Hamilton HM 12, Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, October 04, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)
Union Oil Company of
California

Certificate No.
Book

%Ownership
100

No. of Shares
12,000

Date Issued
or Transferred
Wednesday, October
04, 1995

Unocal International Limited

Status: Active
Incorporation: England

Primary Address

Unocal International Limited
c/o Union International Corporation
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Unocal International Limited
Saxon House, Downside
Sunbury-on-Thames, Middlesex TW16 6RX England

STOCKS

Common

Price/Par Value:	1.70	Date Authorized:	Friday, January 01, 1993
CUSIP:		Authorized:	100
SYMBOL:		Outstanding:	100
		Issued:	100
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	3	100	100	Tuesday, December 31, 1996

Unocal International New Ventures, Ltd.

Status: Active
Amalgamation: Bermuda

Primary Address

Unocal International New Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal International New Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, November 20, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown 1	100	11,400	Thursday, November 20, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, November 20, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Date Issued

Current Owner(s) Unocal Foreign Investments Inc.	Certificate No. Unknown 2	%Ownership 100	No. of Shares 600	or Transferred Thursday, November 20, 1997
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Unocal International Pipeline Corporation

Status: Active
Incorporation: Delaware

Primary Address

Unocal International Pipeline Corporation
One Sugar Creek Place
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Unocal International Pipeline Corp
The Corporation Trust Company
1209 Orange Street
Wilmington, DE 12201

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, November 17, 1994
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s) Unocal International Corporation	Certificate No. 1	%Ownership 100	No. of Shares 1,000	Date Issued or Transferred Friday, January 06, 1995
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Unocal International Supply & Trading Co.

Status: Active
Incorporation: California

Primary Address

Unocal Intl. Supply & Trading Co.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

None given

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, December 29, 1983
CUSIP:		Authorized:	50
SYMBOL:		Outstanding:	50
		Issued:	50
		# in Treasury:	

Current Owner(s) Unocal International Corporation	Certificate No. 4	%Ownership 100	No. of Shares 50	Date Issued or Transferred Thursday, December 29, 1983
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DIRECT SUBSIDIARIES

Unocal Singapore, Incorporated	Incorp/Formed in Nevada	%Ownership 100%	Shares 2,000
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Unoco (Hong Kong) Limited

Hong Kong

2%

1

Unocal International Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal International Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal International Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, May 23, 1994
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	99.97	11,996	Monday, May 23, 1994
Union Oil Company of California	6	.03	4	Friday, November 10, 1995

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Cambodia, Ltd.	Bermuda	.075%	9
Unocal Mexicana, S. de R.L. de C.V.	Mexico	50%	
Unocal Vietnam, Ltd.	Bermuda	100%	12,000

Wednesday, February 28, 2001

Unocal Japan Limited

Status: Active
Incorporation: Japan

Primary Address

Unocal Japan Limited
Toranomom Yoshiara Bldg-8th Fl
6-13, Nishi-Shinbashi 1-chome
Minato-Ku, Tokyo 105 Japan

Registered Address

None given

STOCKS**Common**

Price/Par Value:	500	Date Authorized:	Thursday, January 10, 1963
CUSIP:		Authorized:	14,400
SYMBOL:		Outstanding:	3,600
		Issued:	3,600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	3,600	Thursday, January 10, 1963

Unocal Kai, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Kai, Ltd.
Ratu Plaza Ofc Twr - 7th Floor
P O Box 1264/JKT
Jakarta, 10012 Indonesia

Registered Address

Unocal Kai, Ltd.
Cedar House
41 Cedar House
Hamilton HM12, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, January 24, 1991
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.97	19,993	Thursday, January 24, 1991
Unocal International Corporation	Book 6	.02	4	Friday, November 10, 1995
Unocal International Corporation	11	.01	3	Thursday, October 21, 1993

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, June 12, 1991
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	400
		Issued:	400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	400	Friday, January 15, 1993

Unocal Kapoposang, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Kapoposang, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Kapoposang, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, August 24, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Monday, August 24, 1998

Preferred

Price/Par Value:		Date Authorized:	Monday, August 24, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	600	Monday, August 24, 1998

Unocal Kazakhstan Energy Ltd.

Status:	Active
Formation:	Kazakhstan

Primary Address

Unocal Kazakhstan Energy Ltd.
c/o Baker & McKenzie
155 Abai Avenue
8th Floor
Almaty, Kazakhstan 480009

Registered Address

None given

Unocal Kazakhstan, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal Kazakhstan, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Kazakhstan, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, May 10, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
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Unocal International Corporation	1	99.98	19,996	Thursday, April 08, 1993
Unocal International Corporation	7	.02	4	Wednesday, January 17, 1996

Preferred

Price/Par Value:	1	Date Authorized:	Monday, May 10, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	1,500
		Issued:	1,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	1,500	Thursday, April 08, 1993

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Kazakstan Energy Ltd.	Kazakhstan	100%	

Unocal Khazar Holdings, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal Khazar Holdings, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Khazar Holdings, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, December 15, 1997
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	57	11,400	Tuesday, December 16, 1997
Unocal International Corporation	Book 2	43	8,600	Tuesday, December 16, 1997

Preferred Voting Shares

Price/Par Value	1.00	Date Authorized:	
		Authorized:	10,750

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book 2	94.42	10,150	Tuesday, December 16, 1997
Unocal Foreign	Book	5.58	600	Tuesday, December 16, 1997

Investments Inc.

1997

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Khazar, Ltd.	Bermuda	66.67%	19,987

Unocal Khazar, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Khazar, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Khazar, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**COMMON**

Price/Par Value:	\$1	Date Authorized:	Monday, September 14, 1992
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Khazar Holdings, Ltd.	Book	65	13,000	Thursday, April 02, 1998
Unocal Global Ventures, Ltd.	Book	35	7,000	Thursday, April 02, 1998

PREFERRED Series A

Price/Par Value	1	Date Authorized:	Wednesday, February 10, 1993
		Authorized:	20,000

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Khazar Holdings, Ltd.	Book 2	65	6,987	Thursday, April 02, 1998
Unocal Global Ventures, Ltd.	Book 3	35	3,763	Thursday, April 02, 1998

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Azerbaijan Joint Operating Entity (JOE)		10%	
Azerbaijan International Operating Company	Cayman Islands	11.17%	100,489
Georgian Pipeline Company	Cayman Islands	10%	1
Georgian Transportation Company Limited	Cayman Islands	10%	

Unocal Krueng Mane, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Krueng Mane, Ltd.
141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Krueng Mane, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common Shares**

Price/Par Value:	1	Date Authorized:	Monday, August 24, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Monday, August 24, 1998

Preferred Shares

Price/Par Value:	1	Date Authorized:	Monday, August 24, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	600	Monday, August 24, 1998

Unocal Land & Development Company

Status: Active
Incorporation: California

Primary Address

Unocal Land & Development Company
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Wednesday, March 13, 1974
CUSIP:		Authorized:	100
SYMBOL:		Outstanding:	100
		Issued:	100
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	100	Wednesday, March 13, 1974

DIRECT SUBSIDIARIES

Incorp/Formed in	%Ownership	Shares
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Calpac Remediation Company, LLC	Delaware	33.3333%
Moreland/Hapsmith Partnership	California	50%
Stanpac Development Company LLC	Delaware	50%

Unocal Latin America Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Latin America Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Latin America Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, June 12, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	Book 1	99.97	11,996	Monday, June 12, 1995
Union Oil Company of California	Book 6	.03	4	Friday, November 10, 1995

Unocal Limited

Status: Active
Incorporation: California

Primary Address

Unocal Limited
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

None given

STOCKS

Common

Price/Par Value:	100	Date Authorized:	
CUSIP:		Authorized:	50
SYMBOL:		Outstanding:	50
		Issued:	50
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	50	Thursday, February 13, 1969

Unocal Lompa, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Lompa, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Lompa, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, October 02, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	100	11,400	Wednesday, March 19, 1997

Preferred Voting

Price/Par Value:	1	Date Authorized:	Thursday, October 02, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book 1	100	600	Saturday, February 28, 1998

Unocal Makassar, Ltd.

Status: Active Wednesday, July 10, 1996
Incorporation: Bermuda

Primary Address

Unocal Makassar, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Makassar, Ltd.
Cedar House
41 Cedar House, Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, July 10, 1996
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Date Issued

Current Owner(s) Unocal International Corporation	Certificate No. Unknown	%Ownership 100	No. of Shares 12,000	or Transferred Wednesday, July 10, 1996
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Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, July 10, 1996
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	700
		Issued:	700
		# in Treasury:	

Current Owner(s) Unocal Foreign Investments Inc.	Certificate No. Unknown	%Ownership 100	No. of Shares 700	Date Issued or Transferred Friday, January 17, 1997
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Unocal Maurya II, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Maurya II, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Maurya II, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common Stock

Price/Par Value:	\$1.00	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s) Unocal Bharat Limited	Certificate No. 3	%Ownership 100	No. of Shares 2	Date Issued or Transferred Monday, April 26, 1999
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Unocal Maurya III, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Maurya III, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Maurya III, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common Stock

Price/Par Value:	1	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2

Issued: 2
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	3	100	2	Monday, April 26, 1999

Unocal Maurya IV, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Maurya IV, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90248 U.S.A.

Registered Address

Unocal Maurya IV, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common Stock

Price/Par Value:	1	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	3	100	2	Monday, April 26, 1999

Unocal Maurya V, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Maurya V, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Maurya V, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common Stock

Price/Par Value:	1	Date Authorized:	Monday, June 22, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	3	100	2	Monday, April 26, 1999

Unocal Maurya VI, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Maurya VI, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Maurya VI, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS**Common Stock**

Price/Par Value:	1	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	3	100	2	Monday, April 26, 1999

Unocal Maurya VII, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Maurya VII, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Maurya VII, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS**Common Stock**

Price/Par Value:	\$1.00	Date Authorized:	Monday, June 22, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	3	100	2	Monday, April 26, 1999

Unocal Mexicana, S. de R.L. de C.V.

Status: Active Friday, October 27, 1995
Incorporation: Mexico

Primary Address

Unocal Mexicana, S. de R.L. de C.V.
c/o Union Oil Company
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Registered Address

None given

Unocal Myanmar Offshore Co., Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Myanmar Offshore Co., Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Myanmar Offshore Co., Ltd
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, December 17, 1992
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	Book 6	100	20,000	Wednesday, November 10, 1999

Preferred Voting Shares

Price/Par Value:	1	Date Authorized:	Wednesday, November 10, 1999
CUSIP:		Authorized:	1,500
SYMBOL:		Outstanding:	1,500
		Issued:	1,500
		# in Treasury:	

Unocal Myanmar, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Myanmar, Ltd.
24 Manawhari Road
Yangon Myanmar

Registered Address

Unocal Myanmar, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	20	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	21	.02	4	Friday, November 10, 1995

Preferred

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	450
		Issued:	450
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	450	Friday, June 26, 1992

Unocal Natural Gas Pipeline Co.

Status:	Active
Incorporation:	Delaware

Primary Address

Unocal Natural Gas Pipeline Co.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, May 24, 1996
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Friday, May 24, 1996

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Van Tex Gas Pipeline Company, LLC	Delaware	50%	

Unocal Netherlands B. V.

Status:	Active
Incorporation:	Netherlands

Primary Address

Unocal Netherlands B. V.
Velsen-Noord, 1951 NJ
Noorwijkmeerpolder 21, Platformweg Netherlands

Registered Address

Unocal Netherlands B. V.
Appelgaarde 4
2272 Tk Voorburg Netherlands

STOCKS**Common Stock**

Price/Par Value:	50	Date Authorized:	Tuesday, May 26, 1987
CUSIP:		Authorized:	500,000
SYMBOL:		Outstanding:	405,510

Issued: 405,510
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	405,510	Thursday, December 24, 1987

DIRECT SUBSIDIARIES

	Incorp/formed in	%Ownership	Shares
Unocal Transportation B. V.	Netherlands	1%	1

Unocal New Ventures (Thailand) Ltd.

Status: Active

Primary Address

Unocal New Ventures Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal New Ventures (Thailand) Ltd.
18 SCB Park Plaza Tower II
Rachadapisek Road, Ladyao, Chatuchak
Bangkok Metropolis, Thailand

STOCKS**Common**

Price/Par Value:	1,000	Date Authorized:	Sunday, March 01, 1998
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	100,000
		Issued:	100,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	8	99.99	99,993	Sunday, March 01, 1998
MARCOTTE, BRIAN W. G.	1		1	Sunday, March 01, 1998
ALDORF, HENRY E.	2		1	Sunday, March 01, 1998
HULSE, DARCEL L.	3		1	Sunday, March 01, 1998
WILLIAMSON, CHARLES R.	4		1	Sunday, March 01, 1998
FISHER, THOMAS E.	5		1	Sunday, March 01, 1998
ARTHAYUKTI, WORAPHAT	6		1	Sunday, March 01, 1998
CHESSUM, DARRELL D.	7		1	Sunday, March 01, 1998

Unocal North Asean Ventures II, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal North Asean Ventures II, Ltd.

Registered Address

Unocal North Asean Ventures II, Ltd.

2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS
COMMON

Price/Par Value:	1	Date Authorized:	Thursday, November 25, 1999
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Thursday, November 25, 1999

PREFERRED

Price/Par Value:	1	Date Authorized:	Thursday, November 25, 1999
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	600	Thursday, November 25, 1999

Unocal North Asean Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal North Asean Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal North Asean Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS
Common

Price/Par Value:	1	Date Authorized:	Thursday, November 25, 1999
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Thursday, November 25, 1999

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, November 25, 1999
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s) Unocal Foreign Investments Inc.	Certificate No. Book	%Ownership 100	No. of Shares 600	Date Issued or Transferred Thursday, November 25, 1999
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Unocal North Asia, Ltd.

Status: Active
Incorporation: Delaware

Primary Address

Unocal North Asia, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal North Asia, Ltd.
19 SCB Park Plaza
Tower III, 5th Floor
Rachadapisek Road Khwaeng Ladyao
Khet Chatuchak, Bangkok Metropolis Bangkok

STOCKS

Ordinary Shares

Price/Par Value:	BAHT 100	Date Authorized:	Wednesday, February 25, 1998
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	100,000
		Issued:	100,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.99	99,994	Thursday, February 05, 1998
HOWARD, RANDOLPH L.	2		1	Wednesday, February 25, 1998
WILLIAMSON, CHARLES R.	3		1	Wednesday, February 25, 1998
FISHER, THOMAS E.	4		1	Wednesday, February 25, 1998
MILLER, DOUGLAS M.	5		1	Wednesday, February 25, 1998
CHESSUM, DARRELL D.	6		1	Wednesday, February 25, 1998
ARTHAYUKTI, WORAPHAT	7		1	Wednesday, February 25, 1998

Unocal North Sumatra Geothermal, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal North Sumatra Geothermal, Ltd.
P.O. Box 276, Pasir Ridge
Balikpapan, 76102 East Kalimantan Indonesia

Registered Address

Unocal North Sumatra Geothermal, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, October 21, 1993
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CUSIP:	Authorized:	20,000
SYMBOL:	Outstanding:	20,000
	Issued:	20,000
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	16	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	17	.02	4	Friday, November 10, 1995

Unocal Offshore Services, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Offshore Services, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Offshore Services, Ltd.
Cedar House
41 Cedar House, Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, August 05, 1996
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	12,000	Monday, August 05, 1996

Unocal Oleo e Gas Ltda.

Status: Active
Incorporation: Brazil

Primary Address

Unocal Oleo e Gas Ltda.
c/o Unocal Espirito Santo Ltda.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Unocal Ole e Gas Ltda.
Rua Princesa Isabel no. 762, sala 1 - 2. andar - Centro
Natal, Rio Grande do Norte CEP 59025-400 Brazil

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, January 24, 2000
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Espirito Santo Ltda.	2	80	800	Monday, January 24, 2000
Unocal do Brasil Ltda.	1	20	200	Monday, January 24, 2000

Unocal Oriental Holdings, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Oriental Holdings, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Oriental Holdings, Ltd.
10, Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common

Price/Par Value:	100	Date Authorized:	Friday, May 02, 1997
CUSIP:		Authorized:	2
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	2	Friday, May 02, 1997

Unocal Pacific (Singapore) PTE Ltd.

Status: Active
Incorporation: Singapore

Primary Address

Unocal Pacific (Singapore) PTE Ltd.
24 Raffles Place #26-05
Clifford Center
Singapore 0104

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, December 23, 1993
CUSIP:		Authorized:	2,000,000
SYMBOL:		Outstanding:	500,000
		Issued:	500,000
		# in Treasury:	
		Date Cancelled:	Monday, March 31, 1997
		Shares Cancelled:	500000

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Pacific Limited	3	100	499,998	Thursday, February 03,

Unocal Pacific Limited

4

2

1994

Thursday, February 03,
1994**Unocal Pacific Limited**

Status: Active
Incorporation: Hong Kong

Primary Address

Unocal Pacific Limited
24 Raffles Place #26-05
Clifford Center
Singapore 0104

Registered Address

Unocal Pacific Limited
26/F., Wing on Centre
111 Connaught Road Central
Hong Kong

STOCKS**Common**

Price/Par Value:	10.	Date Authorized:	Thursday, November 25, 1993
CUSIP:		Authorized:	1,000,000
SYMBOL:		Outstanding:	300,000
		Issued:	300,000
		# in Treasury:	

Current Owner(s)
Unocal Singapore,
Incorporated

Certificate No.
3

%Ownership
50

No. of Shares
150,000

Date Issued
or Transferred
Tuesday, February 08,
1994

Unocal Pakistan, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Pakistan, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Pakistan, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, May 11, 1984
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)
Unocal International
Corporation
Unocal International
Corporation
Unocal International
Corporation
Unocal International
Corporation

Certificate No.
13
20
19
Book 3

%Ownership
99.96
.02
.01
.01

No. of Shares
19,992
4
2
1

Date Issued
or Transferred
Thursday, March 17,
1988
Friday, October 27,
1995
Thursday, October 21,
1993
Wednesday, December
07, 1988

Unocal International Corporation	17	.01	1	Tuesday, July 27, 1993
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Preferred Voting Shares

Price/Par Value:	1	Date Authorized:	Monday, January 27, 1992
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	1,100
		Issued:	1,100
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book 1	100	1,100	Monday, March 31, 1997

Unocal Patagonia, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal Patagonia, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Patagonia, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Class A**

Price/Par Value:	1,000	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	15
SYMBOL:		Outstanding:	15
		Issued:	15
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	73.33	11	Friday, September 03, 1993
Unocal International Corporation	6	26.67	4	Wednesday, January 24, 1996

Class B

Price/Par Value:	1	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	50,000
SYMBOL:		Outstanding:	11,385
		Issued:	11,385
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	UNKNOWN	100	11,385	Thursday, June 25, 1998

PREFERRED

Price/Par Value	1	Date Authorized:	Tuesday, August 03, 1993
		Authorized:	10,000

Series A

Price/Par Value:	1	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	10,000
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	UNKNOWN	100	600	Thursday, June 25, 1998

Unocal Permata, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Permata, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Permata, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, March 18, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Wednesday, March 18, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, March 18, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	600	Wednesday, March 18, 1998

Unocal Petroleum, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Petroleum, Ltd.
Central Plaza Office Building
1693 Phaholyothin Rd 12th Floor

Registered Address

Unocal Petroleum, Ltd.
Cedar House
41 Cedar Avenue

Bangkok, Thailand 10900 Thailand

Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Wednesday, January 17, 1996
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	12	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	13	.02	4	Wednesday, January 17, 1996

Preferred

Price/Par Value	1	Date Authorized:	Wednesday, January 17, 1996
		Authorized:	20,000

Series A

Price/Par Value:	1	Date Authorized:	Friday, May 06, 1994
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	1,500
		Issued:	1,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	1,500	Thursday, March 16, 1995

Unocal Pipeline Company

Status:	Active
Incorporation:	California

Primary Address

Unocal Pipeline Company
c/o Union Oil Company of California
376 South Valencia Avenue
Brea, CA 92823

Registered Address

None given

STOCKS**Common**

Price/Par Value:	20000	Date Authorized:	Tuesday, January 08, 1974
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	250
		Issued:	250
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	250	Tuesday, January 08, 1974

DIRECT SUBSIDIARIES

Prince William Sound Oil Spill Response Corporation	Incorp/Formed in Alaska	%Ownership 2.0345%	Shares 20.35
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Unocal Rapak, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

None given

Registered Address

Unocal Rapak, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, March 24, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	11,400	Monday, March 24, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Monday, March 24, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Monday, March 24, 1997

Unocal Rayong, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Rayong, Ltd.
2141 Rosecrans Avd nue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Rayong, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Tuesday, November 23, 1999
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	1	100	12,000	Thursday, November 25, 1999

Unocal Receivables Corp.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Receivables Corp.
c/o Union Oil Company of California
2141 Rosecrans Avenue
El Segundo, CA 90245

Registered Address

Unocal Receivables Corp.
c/o CT Corporation System
811 Dallas
Houston, TX 77002

STOCKS

Common

Price/Par Value:	.01	Date Authorized:	Friday, June 18, 1999
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	500
		Issued:	500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	500	Friday, June 18, 1999

Unocal Royal Ltd.

Status: Active

Primary Address

None given

Registered Address

None given

Unocal Sangkarang, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

None given

Registered Address

Unocal Sangkarang, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, March 19, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400

Issued: 11,400
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	unknown2	100	11,400	Thursday, August 20, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, August 20, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Thursday, August 20, 1998

Unocal SE Asia V, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal SE Asia V, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal SE Asia V, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, March 09, 2000
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Thursday, March 09, 2000

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, March 09, 2000
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	600	Thursday, March 09, 2000

Unocal SE Asia VI, Ltd.

Status: Active

Incorporation: Bermuda

Primary Address

Unocal SE Asia VI, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal SE Asia VI, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common Shares

Price/Par Value:	1	Date Authorized:	Friday, September 01, 2000
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	0	100	11,400	Friday, September 01, 2000

Preferred Shares

Price/Par Value:	1	Date Authorized:	Friday, September 01, 2000
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	0	100	600	Friday, September 01, 2000

Unocal Senegal, Ltd.

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Unocal Senegal, Ltd.
Immceuble FAYCAL 19
Rue Parachappe Boite Postal 4122
Dakar, Senegal

Registered Address

Unocal Senegal, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, November 15, 1990
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.96	19,992	Thursday, November 15, 1990
Unocal International	14	.02	4	Thursday, October 21,

Corporation				1993
Unocal International Corporation	15	.02	4	Friday, November 10, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Monday, January 27, 1992
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	1,800
		Issued:	1,800
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	1,800	Tuesday, December 29, 1992

Unocal Sesulu, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Sesulu, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Sesulu, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, March 19, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Wednesday, March 19, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, March 19, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Wednesday, March 19, 1997

Unocal Shahbazzpur Pipeline, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Shahbazzpur Pipeline, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Shahbazzpur Pipeline, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, January 29, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Thursday, January 29, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, January 29, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Thursday, January 29, 1998

Unocal Shahbazzpur Power, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Shahbazzpur Power, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Shahbazzpur Power, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, January 29, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Thursday, January 29, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, January 29, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600

Issued: 600
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Thursday, January 29, 1998

Unocal Shahbazzpur, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Shahbazzpur, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Shahbazzpur, Ltd.
Cedar House
41 Cedar Avenue
Hamilton HM 12, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, June 05, 1997
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	95	11,400	Thursday, June 05, 1997
Unocal International Corporation	Book 2	5	600	Friday, December 29, 2000

Unocal Shelf Ventures, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Shelf Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Shelf Ventures, Ltd.
10, Frere Felix de Valois Street
Port Luis Mauritius

STOCKS**Class A Common Stock**

Price/Par Value:	1	Date Authorized:	Monday, June 01, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Friday, June 19, 1998

Class B Common Shares

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	600	Friday, June 19, 1998

Unocal Singapore, Incorporated

Status: Active
Incorporation: Nevada

Primary Address

Unocal Singapore, Incorporated
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Singapore, Incorporated
c/o The Corporation Trust Co.
One East First Street
Reno, Nevada 89501 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, April 27, 1989
CUSIP:		Authorized:	2,000
SYMBOL:		Outstanding:	2,000
		Issued:	2,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Supply & Trading Co.	1	100	2,000	Thursday, April 27, 1989

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Pacific Limited	Hong Kong	50%	150,000

Unocal South Asean, Ltd.

Status: Active Friday, May 17, 1996
Incorporation: Bermuda

Primary Address

Unocal Indonesia Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Indonesia Ventures, Ltd.
Cedar House
41 Cedar House, Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, May 17, 1996
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CUSIP:	Authorized:	12,000
SYMBOL:	Outstanding:	12,000
	Issued:	12,000
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	12,000	Friday, May 17, 1996

Unocal South Asia Energy, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal South Asia Energy, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal South Asia Energy, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common Stock

Price/Par Value	1	Date Authorized:	Friday, November 21, 1997
		Authorized:	11,400

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	11,400	Friday, November 21, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Friday, November 21, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Friday, November 21, 1997

Unocal South Con Son, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal South Con Son, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal South Con Son, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

COMMON

Price/Par Value:	1	Date Authorized:	Monday, August 09, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.98	19,996	Monday, August 09, 1993
Unocal International Corporation	7	.02	4	Friday, November 10, 1995

PREFERRED

Price/Par Value:	1	Date Authorized:	Monday, August 09, 1993
CUSIP:		Authorized:	1,500
SYMBOL:		Outstanding:	1,500
		Issued:	1,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	1,500	Monday, August 09, 1993

Unocal South Sumatra Geothermal, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal South Sumatra Geothermal, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

Registered Address

Unocal South Sumatra Geothermal, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Tuesday, December 31, 1996
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
USSG, Ltd.	...	50	6,000	Tuesday, December 30, 1997
USSG, Ltd.	..	50	6,000	Tuesday, December 31, 1996

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Listrik Lumut Balai	Cayman Islands	50%	600

Unocal Southwest Vietnam Exploration & Production, Ltd.

Status:	Active Tuesday, February 10, 1998
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Incorporation: Bermuda

Primary Address

Unocal Southwest Vietnam Exploration & Production, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Southwest Vietnam Exploration & Production, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	11,400	Tuesday, February 10, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Tuesday, February 10, 1998

Unocal Suez, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Suez, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Suez, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, July 19, 1978
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	30	99.97	11,996	Thursday, October 21, 1993
Union Oil Company of	31	.03	4	Friday, November 10,

California

1995

Unocal Sulu, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Sulu, Ltd
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Sulu, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Tuesday, March 07, 2000
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	100	11,400	Tuesday, March 07, 2000

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, March 07, 2000
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book 1	100	600	Tuesday, March 07, 2000

Unocal Supply Company

Status: Active
Incorporation: Delaware

Primary Address

Unocal Supply Company
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

Unocal Supply Company
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801

STOCKS**Common**

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s) Union Oil Company of California	Certificate No. 1	%Ownership 100	No. of Shares 1,000	Date Issued or Transferred Monday, December 16, 1991
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Unocal Syria, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Syria, Ltd.
Mezzeh-Western New Damascus
Ferabi St-East Shafie Mosque 177
Damascus Syria

Registered Address

Unocal Syria, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, October 21, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s) Unocal International Corporation	Certificate No. 1	%Ownership 99.98	No. of Shares 19,996	Date Issued or Transferred Thursday, October 21, 1993
Unocal International Corporation	7	.02	4	Friday, November 10, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, October 21, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	3,322
		Issued:	3,322
		# in Treasury:	

Current Owner(s) Unocal Foreign Investments Inc.	Certificate No. 6	%Ownership 100	No. of Shares 3,322	Date Issued or Transferred Thursday, March 16, 1995
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Unocal Tanimbar, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Tanimbar, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Tanimbar, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, November 10, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	11	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	12	.02	4	Friday, November 10, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Friday, January 15, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	400
		Issued:	400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	400	Friday, January 15, 1993

Unocal Telecommunications, Inc.

Status: Active
Incorporation: California

Primary Address

Unocal Telecommunications, Inc.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

STOCKS**Common**

Price/Par Value:	10.	Date Authorized:	Wednesday, October 04, 1967
CUSIP:		Authorized:	500
SYMBOL:		Outstanding:	10
		Issued:	10
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	10	Wednesday, December 17, 1980

Unocal Teweh, Inc.

Status: Active
Incorporation: California

Primary Address**Registered Address**

Unocal Teweh, Inc.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, September 19, 1984
CUSIP:		Authorized:	10,000
SYMBOL:		Outstanding:	10,000
		Issued:	10,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	10,000	Monday, September 19, 1994

Unocal Texas Gas Pipeline Company

Status: Active
Incorporation: Delaware

Primary Address

Unocal Texas Gas Pipeline Company
c/o Union Oil Company of California
14141 Southwest Freeway
Sugar Land, Texas 77478

Registered Address

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, March 12, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Friday, March 13, 1998

Unocal Texas Gas Services I, Inc.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Texas Gas Services I, Inc.
c/o Union Oil Company of California
14141 Southwest Freeway
Sugar Land, Texas 77478

Registered Address

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, March 12, 1998
CUSIP:		Authorized:	1,000

SYMBOL:	Outstanding:	1,000		
	Issued:	1,000		
	# in Treasury:			
Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Friday, March 13, 1998

Unocal Texas Gas Services II, Inc.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Texas Gas Services II, Inc.
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, March 12, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Friday, March 13, 1998

Unocal Thailand, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Thailand, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Thailand, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

COMMON - SERIES A

Price/Par Value:	1	Date Authorized:	Wednesday, September 03, 1986
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	22	99.98	19,996	Thursday, October 21, 1993

Unocal International Corporation	23	.02	4	Friday, November 10, 1995
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COMMON - SERIES B

Price/Par Value:	1	Date Authorized:	Friday, December 20, 1991
CUSIP:		Authorized:	100,000,000
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

PREFERRED - SERIES A

Price/Par Value:	94000	Date Authorized:	Friday, December 20, 1991
CUSIP:		Authorized:	5,000
SYMBOL:		Outstanding:	4,450
		Issued:	4,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Canada International Company	3	100	4,450	Friday, June 16, 1995

PREFERRED - SERIES B

Price/Par Value:	\$100,000 CDN	Date Authorized:	Friday, October 09, 1992
CUSIP:		Authorized:	1,300
SYMBOL:		Outstanding:	650
		Issued:	650
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Canada International Company	3	100	650	Friday, June 16, 1995

Unocal Transportation B. V.

Status:	Active
Incorporation:	Netherlands

Primary Address

Unocal Transportation B.V.
Appelgaarde 4
2272 TK Voorburg, Netherlands Netherlands

Registered Address

None given

STOCKS**Common**

Price/Par Value:	100	Date Authorized:	Friday, August 28, 1981
CUSIP:		Authorized:	250,000
SYMBOL:		Outstanding:	250,000
		Issued:	250,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Netherlands B. V.	1	.2	499	Friday, August 28, 1981
Unocal Netherlands B. V.	3		1	Saturday, August 08, 1981

Unocal Trinidad, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Trinidad, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Trinidad, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, November 10, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	17	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	18	.02	4	Friday, November 10, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Friday, November 10, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal do Brasil Ltda.	Brazil	10%	30,000

Unocal Turkey, Ltd.

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Unocal Turkey, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Turkey, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, October 21, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	15	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	16	.02	4	Friday, November 10, 1995

Unocal Turkmenistan, Ltd.

Status: Active Tuesday, January 25, 1994
Incorporation: Bermuda

Primary Address

Unocal Turkmenistan, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Turkmenistan, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, October 21, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	6	.02	4	Wednesday, January 17, 1996

Unocal Venezuela, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Venezuela, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Venezuela, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, August 09, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International	1	99.98	19,996	Monday, August 09,

Corporation				1993
Unocal International Corporation	7	.02	4	Wednesday, November 01, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Monday, August 09, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	1,500
		Issued:	1,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	1,500	Monday, August 09, 1993

Unocal Vietnam Exploration, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Vietnam Exploration, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Vietnam Exploration, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common - Class A**

Price/Par Value:	\$1,000	Date Authorized:	Friday, September 03, 1993
CUSIP:		Authorized:	15
SYMBOL:		Outstanding:	15
		Issued:	15
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	5	73.33	11	Friday, September 03, 1993
Unocal International Corporation	7	26.67	4	Friday, October 27, 1995

Common - Class B

Price/Par Value:	\$1	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	57,800
SYMBOL:		Outstanding:	11,385
		Issued:	11,385
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown1	100	11,385	Thursday, June 25, 1998

Preferred - Series A

Price/Par Value:	1	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	10,200
SYMBOL:		Outstanding:	600
		Issued:	600

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Thursday, June 25, 1998

Unocal Vietnam, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Vietnam, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

Registered Address

Unocal Vietnam, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, May 26, 1994
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Ventures, Ltd.	1	99.97	11,996	Thursday, May 26, 1994
Unocal International Ventures, Ltd.	6	.03	4	Friday, November 10, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, May 26, 1994
CUSIP:		Authorized:	1,500
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

Unocal Yangtze, Ltd.

Status: Active Wednesday, April 03, 1996
Incorporation: Bermuda

Primary Address

Unocal Yangtze, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Yangtze, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, April 03, 1996
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000

Issued: 12,000
in Treasury:

Current Owner(s)
Unocal International
Corporation

Certificate No.
Unknown

%Ownership
100

No. of Shares
12,000

**Date Issued
or Transferred**
Wednesday, April 03,
1996

Preferred

Price/Par Value:
CUSIP:
SYMBOL:

1

Date Authorized:
Authorized:
Outstanding:
Issued:
in Treasury:

Wednesday, April 03, 1996
20,000

DIRECT SUBSIDIARIES

Zhangjiagang Oriental Unocal Energy Company
Limited

Incorp/Formed in
China

%Ownership
30%

Shares

Unocal Zhejiang, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Zhejiang, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Zhejiang, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common

Price/Par Value:
CUSIP:
SYMBOL:

\$100

Date Authorized:
Authorized:
Outstanding:
Issued:
in Treasury:

Friday, June 20, 1997
500,000
2
2

Current Owner(s)
Unocal International
Corporation

Certificate No.
Unknown

%Ownership
100

No. of Shares
2

**Date Issued
or Transferred**
Friday, June 20, 1997

Unoco (Hong Kong) Limited

Status: Active
Incorporation: Hong Kong

Primary Address

Unoco (Hong Kong) Limited
c/o Abacus (Hong Kong) Limited
Caroline Centre, 10th Flr.28 Yun Ping Rd
Causeway Bay, Hong Kong

Registered Address

None given

STOCKS

Common

Price/Par Value:	100	Date Authorized:	
CUSIP:		Authorized:	500
SYMBOL:		Outstanding:	50
		Issued:	50
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Supply & Trading Co.	11	96	48	Sunday, March 24, 1991
WILSON, WILLIAM T.	18	2	1	Monday, May 03, 1999
Unocal International Supply & Trading Co.	17	2	1	Monday, May 03, 1999

UnoPaso, Ltda.

Status: Active

Primary Address

None given

Registered Address

None given

STOCKS**Quotas**

Price/Par Value:	R\$1.00	Date Authorized:	Wednesday, February 14, 2001
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Potiguar III, S.a.r.l.	Book 1	99.8	998	Wednesday, February 14, 2001
Potiguar II, S.a.r.l.	Book	.1	1	Wednesday, February 14, 2001
MOREIRA, JULIO	Book 2	.1	1	Wednesday, February 14, 2001

USSG, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

USSG, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

USSG, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Tuesday, December 31, 1996
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	Unknown	100	11,400	Tuesday, December 31, 1996

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, December 31, 1996
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Tuesday, December 31, 1996

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal South Sumatra Geothermal, Ltd.	Bermuda	100%	12,000

Van Salt Water Disposal Company

Status: Active
Incorporation: Texas

Primary Address

Van Salt Water Disposal Company
c/o Union Oil Company of California
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Van Salt Water Disposal Company
P. O. Box 607
Van, TX 75790

STOCKS

Common

Price/Par Value:	10	Date Authorized:	
CUSIP:		Authorized:	2,500
SYMBOL:		Outstanding:	2,500
		Issued:	2,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	Unknown 2	83.76	2,094.05	Wednesday, December 23, 1992
Exxon Company U.S.A.	Unknown 8	7.86	196.5	Saturday, January 13, 1973
Hassie Hunt Exploration Company	Unknown 7	7.26	181.43	Tuesday, May 16, 1995
Griffin Operations Inc.	Unknown 9	.71	17.75	Monday, July 01, 1991
Nortex Corporation	Unknown 10	.38	9.45	Saturday, October 01, 1994
KENT, ROBERT W.	Unknown 4	.03	.82	Wednesday, June 24, 1998

Value of Consideration:
Consideration:

Van Tex Gas Pipeline Company, LLC

Status: Active
Formation: Delaware

Primary Address

None given

Registered Address

None given

VU Partnership

Status: Active
Formation: Alberta

Primary Address

VU Partnership
c/o Veridian, Inc.
13131 Lake Fraser Drive S.E.
Calgary, Alberta Canada

Registered Address

None given

PARTNERSHIP/LLC INTERESTS

Partnership Interest

CUSIP:	Date Authorized:	Monday, December 17, 1984
SYMBOL:	Authorized:	100
	Units Currently	100
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Veridian, Inc.	1	89	89	Monday, December 17, 1984
Unocal Canada Limited	2	11	11	Monday, December 17, 1984

West Coast Shipping Company

Status: Active
Incorporation: California

Primary Address

West Coast Shipping Company
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

West Coast Shipping Company
c/o CT Corporation System Inc.
801 West 10th Street
Suite 300
Juneau, Alaska 99801 U.S.A.

STOCKS

Common

Price/Par Value:	Date Authorized:	
CUSIP:	Authorized:	1,000
SYMBOL:	Outstanding:	1
	Issued:	1

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	2	100	1	Monday, October 24, 1977

West Shore Pipe Line Company

Status: Active
Incorporation: Delaware

Primary Address

West Shore Pipe Line Company
200 East Randolph Drive
Chicago, IL 60601

Registered Address

West Shore Pipe Line Company
c/o Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

STOCKS

Common

Price/Par Value:	\$100	Date Authorized:	
CUSIP:		Authorized:	25,000
SYMBOL:		Outstanding:	22,000
		Issued:	22,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Midwest Pipeline Company	58	5.5	1,210	Thursday, February 09, 1989

West Texas Gulf Pipe Line Company

Status: Active
Incorporation: California

Primary Address

West Texas Gulf Pipe Line Co
P O Drawer 2100
Houston, TX 77001

Registered Address

None given

STOCKS

Common

Price/Par Value	\$10	Date Authorized:	
		Authorized:	1,000,000

"A"

Price/Par Value:		Date Authorized:	
CUSIP:		Authorized:	
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	59		2,981	Wednesday, April 24, 1985

Union Oil Company of California	35	1,842	Wednesday, September 15, 1965
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"B"

Price/Par Value:	Date Authorized:
CUSIP:	Authorized:
SYMBOL:	Outstanding:
	Issued:
	# in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	60		3,356	Wednesday, April 24, 1985
Union Oil Company of California	36		749	Wednesday, September 15, 1965

"C"

Price/Par Value:	Date Authorized:
CUSIP:	Authorized:
SYMBOL:	Outstanding:
	Issued:
	# in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	61		576	Wednesday, April 24, 1985
Union Oil Company of California	37		142	Wednesday, September 15, 1965

"D"

Price/Par Value:	Date Authorized:
CUSIP:	Authorized:
SYMBOL:	Outstanding:
	Issued:
	# in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	38		972	Wednesday, September 15, 1965
Union Oil Company of California	62		236	Wednesday, April 24, 1985

Whitecap Pipeline Company, L.L.C.

Status:	Active
Formation:	Delaware

Primary Address

None given

Registered Address

The Corporation Trust Company
 Corporation Trust Center
 1209 Orange Street
 Wilmington, DE 19801

Wolverine Pipe Line Company

Status:	Active
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Zhangjiagang Oriental Unocal Energy Company Limited

Incorporation: Delaware

Primary Address

Wolverine Pipe Line Company
P O Box 900
Dallas TX 75221-0900

Registered Address

None given

STOCKS

Common

Price/Par Value:
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 23,200
Outstanding: 23,200
Issued: 23,200
in Treasury:

Current Owner(s)
Midwest Pipeline
Company

Certificate No.
49

%Ownership
28

No. of Shares
6,496

Date Issued
or Transferred
Wednesday, February
01, 1989

Yellowstone Pipe Line Company

Status: Active
Incorporation: Delaware

Primary Address

Yellowstone Pipe Line Company
338 Highway 87 E
Billings MT 59101

Registered Address

Yellowstone Pipe Line Company
c/o The Corporation Trust Co
1209 Orange Street
Wilmington DE 19801

STOCKS

Common

Price/Par Value: 100
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 50,000
Outstanding: 41,000
Issued: 41,000
in Treasury:

Current Owner(s)
Union Oil Company of
California
Union Oil Company of
California
Union Oil Company of
California
Union Oil Company of
California

Certificate No.
8
22
18
13

%Ownership
8.54
2.73
1.71
1.02

No. of Shares
3,500
1,120
700
420

Date Issued
or Transferred
Thursday, October 08,
1953
Thursday, June 17,
1954
Wednesday, April 14,
1954
Tuesday, December 15,
1953

Zhangjiagang Oriental Unocal Energy Company Limited

Status: Active
Incorporation: China

Primary Address

Zhangjiagang Oriental Unocal Energy Co.
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Owners:

Unocal Yangtze, Ltd. – 30%
Zhangjiagang Free Trade Economic Development Company – 5%
China International Trust and Investment Corporation Hong Kong – 65%

REVISIONS

**SUPPLEMENTAL APPLICATION
OF
UNOCAL PIPELINE COMPANY
FOR RENEWAL OF THE TRANS-ALASKA
PIPELINE SYSTEM ON FEDERAL LANDS
FEDERAL VOLUME 1-UP OF 3
REVISION LOG**

NOTICE:

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